

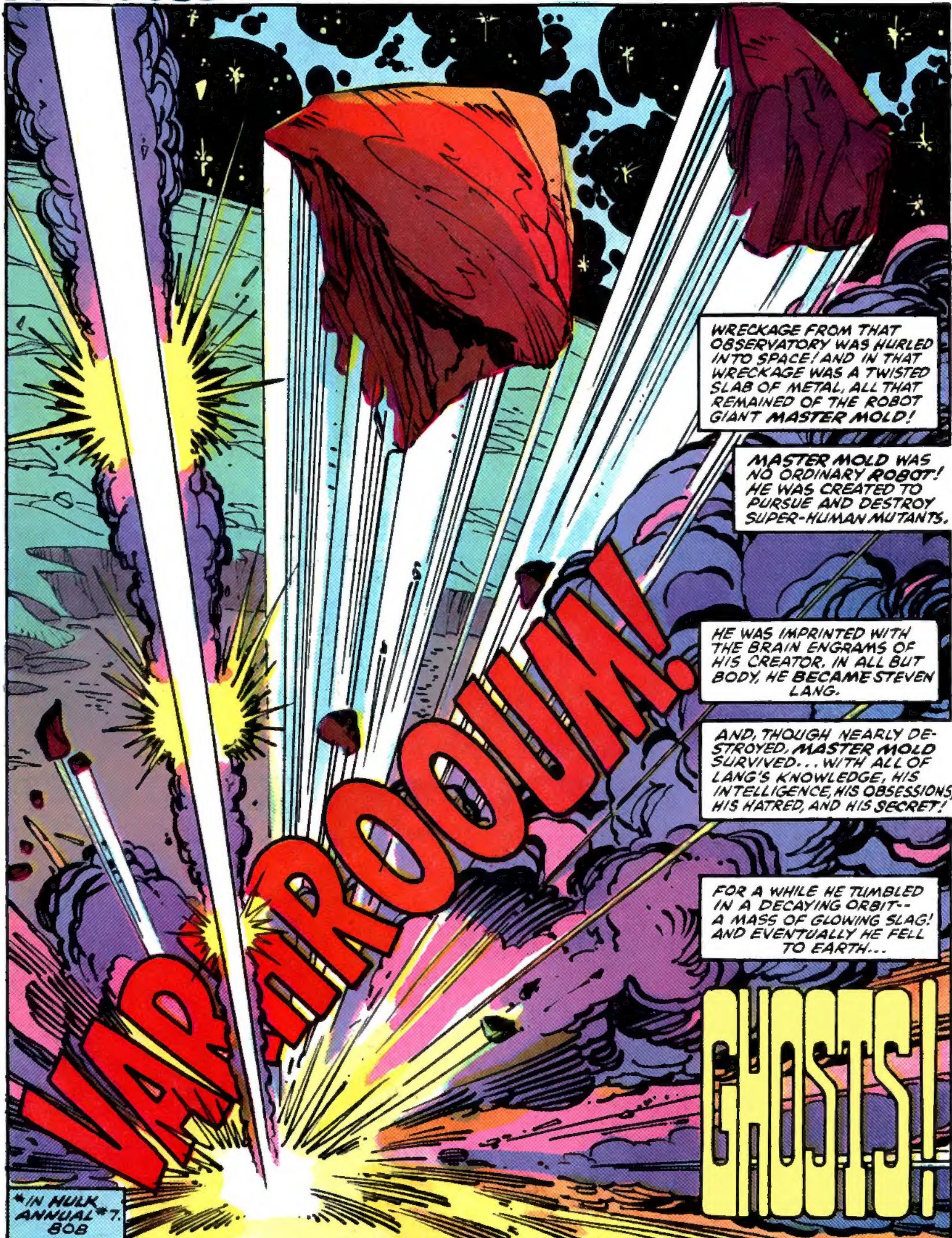


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PROLOGUE: YEARS AGO, A BATTLE BETWEEN ROBOT AND MUTANTS IGNITED A CATASTROPHIC EXPLOSION THAT DESTROYED AN ORBITING OBSERVATORY!*

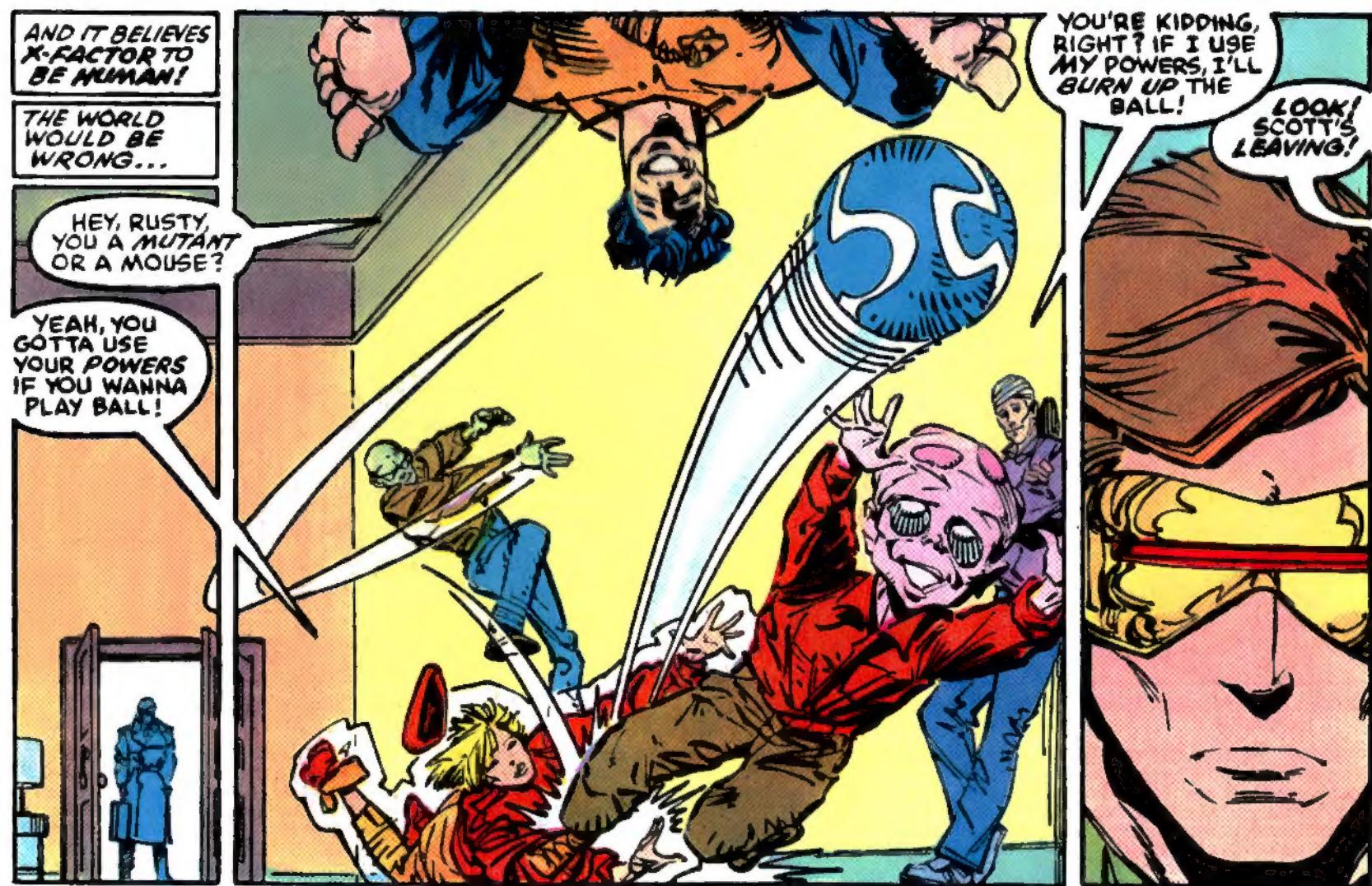


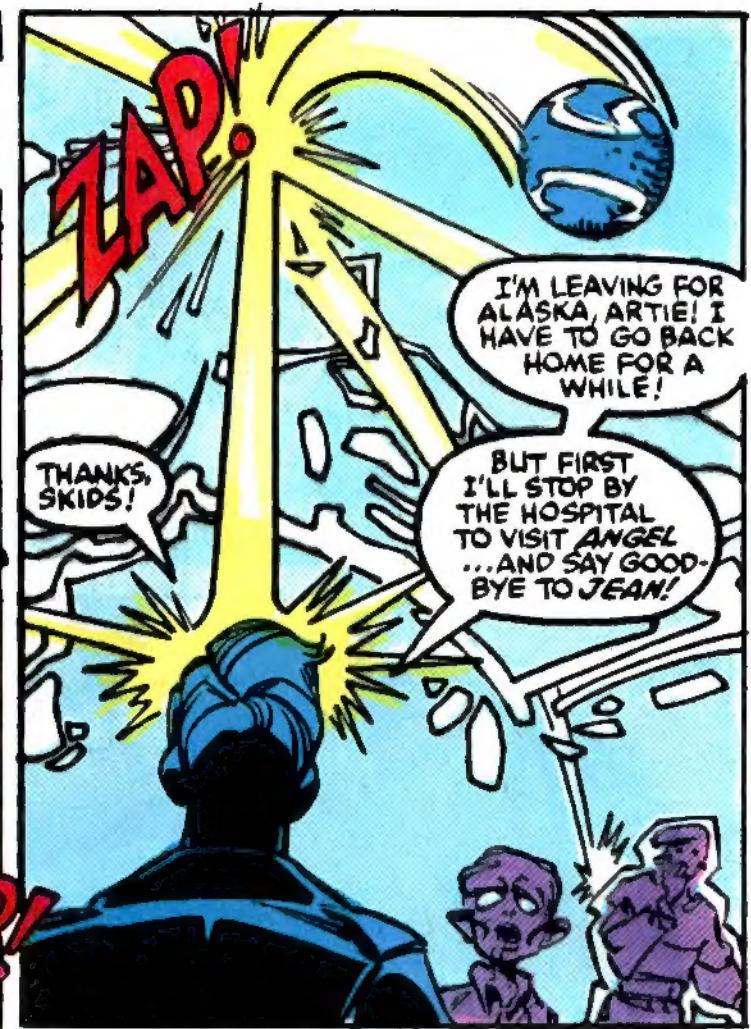
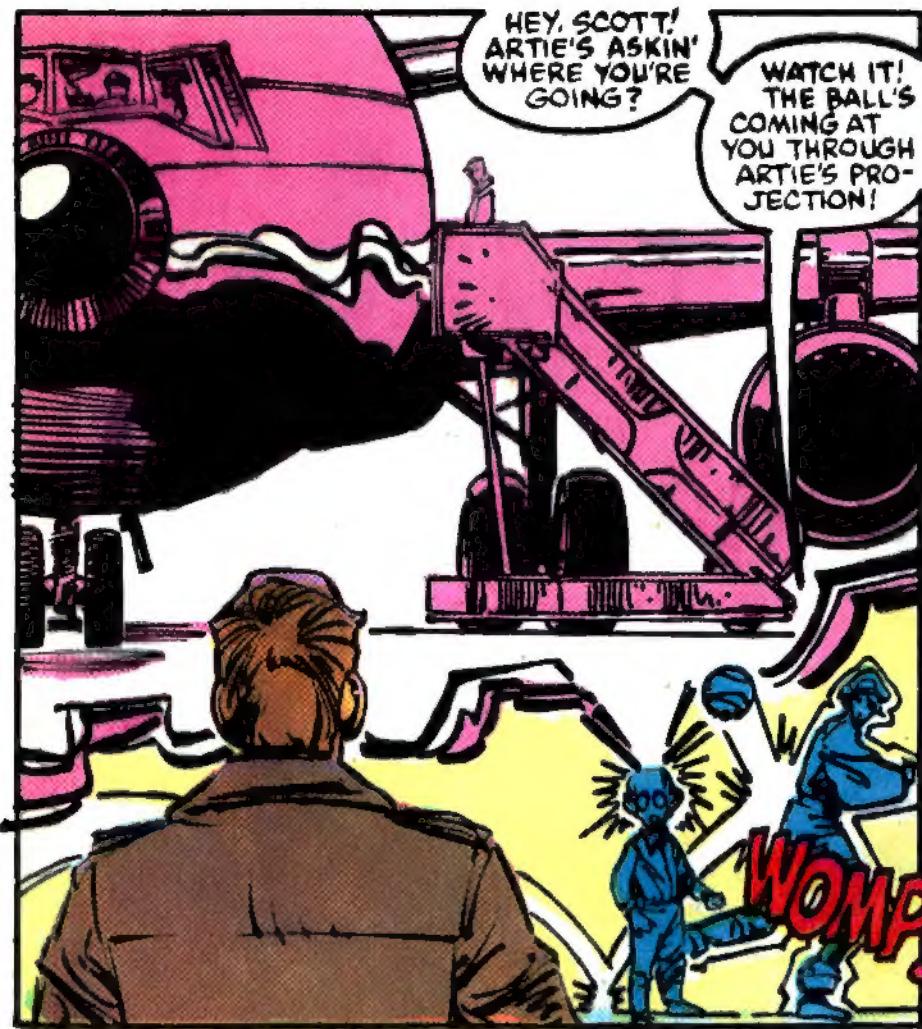
*IN HULK ANNUAL #7.
BOB

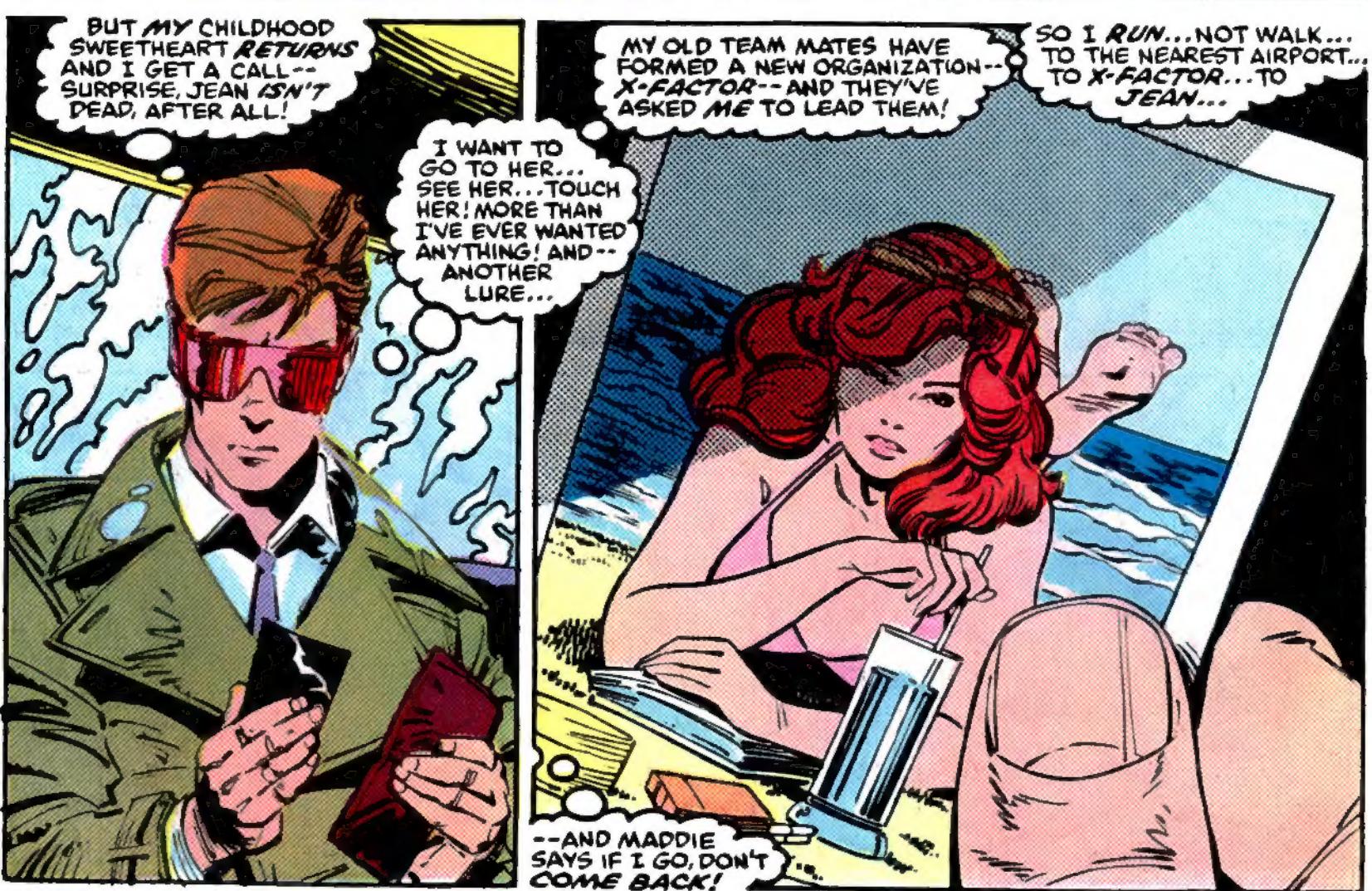
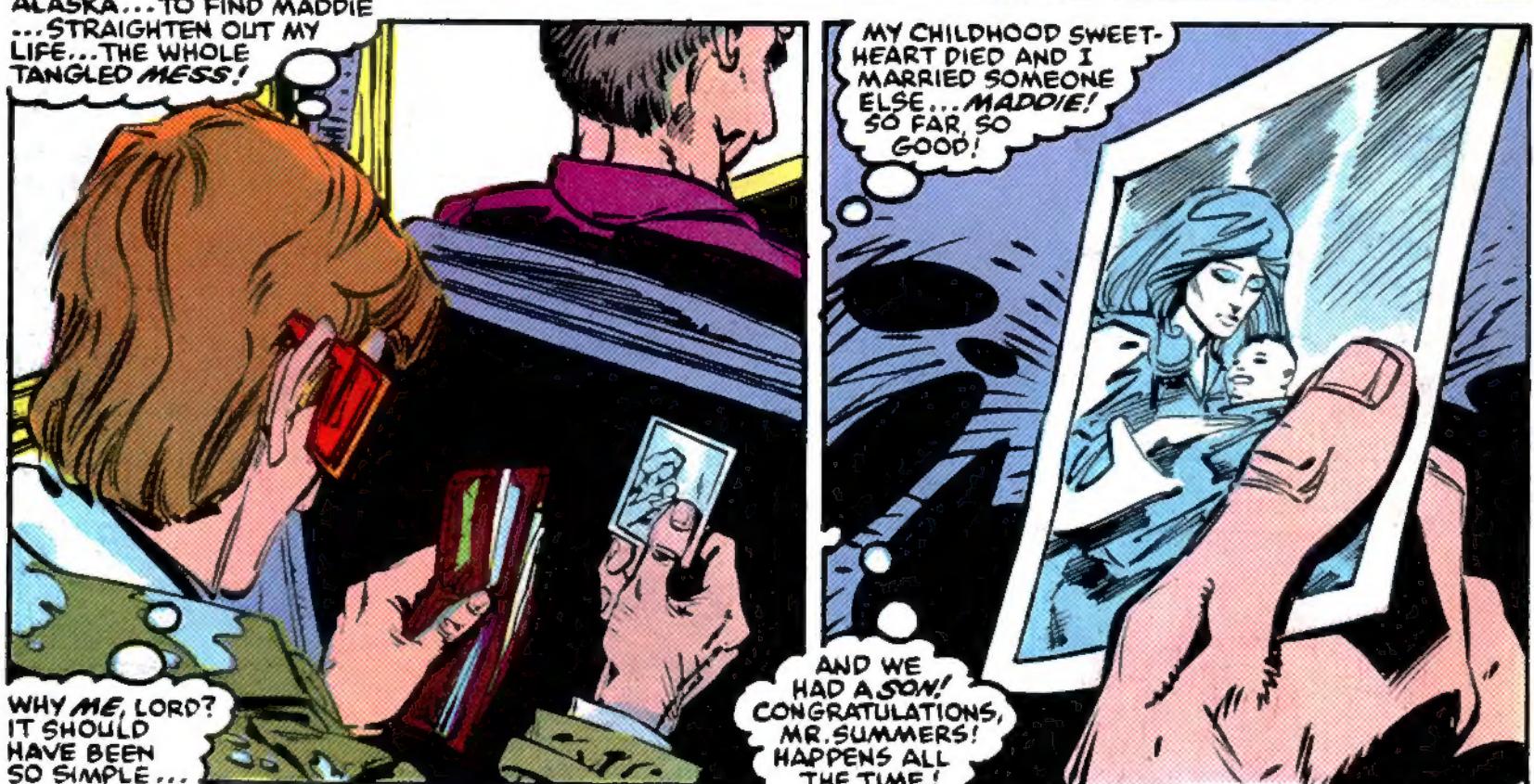
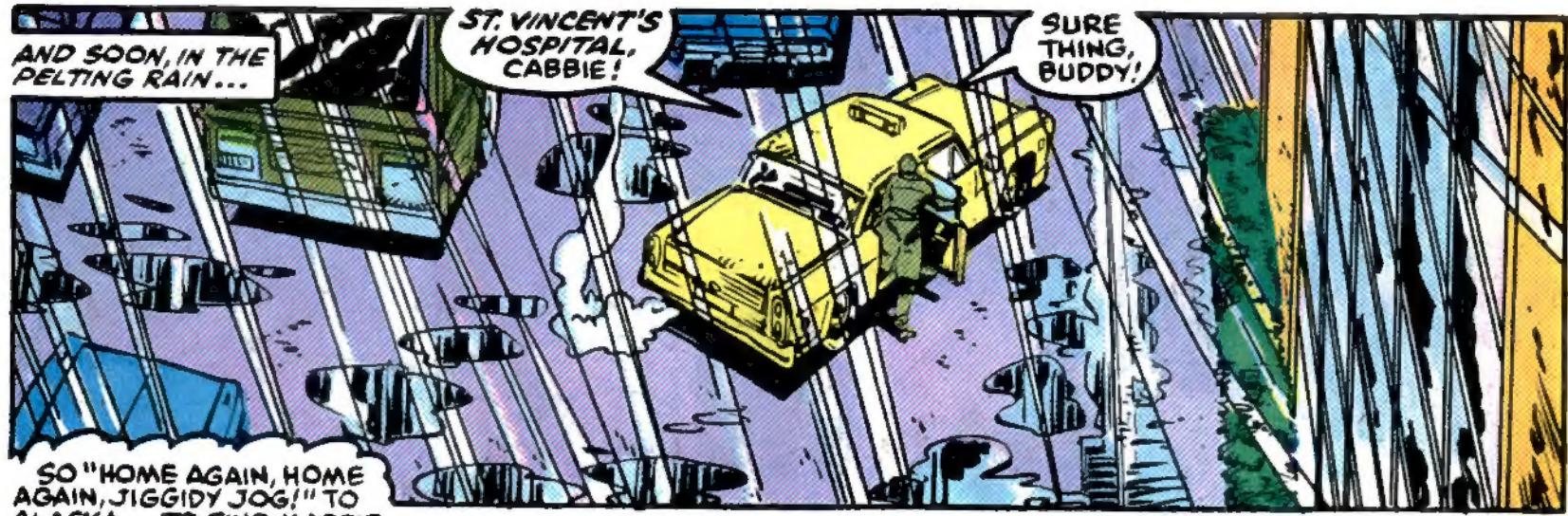
LOUISE SIMONSON WRITER WALTER SIMONSON PENCILER DAN GREEN INKER JOE ROSEN LETTERER PETRA SCOTSESE COLORIST BOB HARRAS EDITOR JIM SHOOTER EDITOR IN CHIEF

X-FACTOR™ Vol. 1, No. 13, February, 1987. Published by MARVEL COMICS GROUP. James E. Galton, President. Stan Lee, Publisher. Michael Hobson, Group Vice-President. Milton Schiffman, Vice-President, Production. OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. Application to mail at second class postage rates is pending at New York, N.Y. and at additional mailing offices. Published monthly. Copyright © 1986 by Marvel Comics Group, a division of Cadence Industries Corporation. All rights reserved. Price 75c per copy in the U.S. and 95c in Canada. Subscription rate \$9.00 for 12 issues. Canada and Foreign, \$11.00. Printed in the U.S.A. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the conditions that it shall not be sold or distributed with any of its cover or markings removed, nor in a mutilated condition. X-FACTOR (including all prominent characters featured in this issue), and the distinctive likenesses thereof, are trademarks of the MARVEL COMICS GROUP. POSTMASTER: Send address changes to X-Factor, 387 Park Avenue South, New York, N.Y., 10016.

THE FRIGID WATERS OF ALASKA'S BERING STRAIT ENFOLDED HIM...



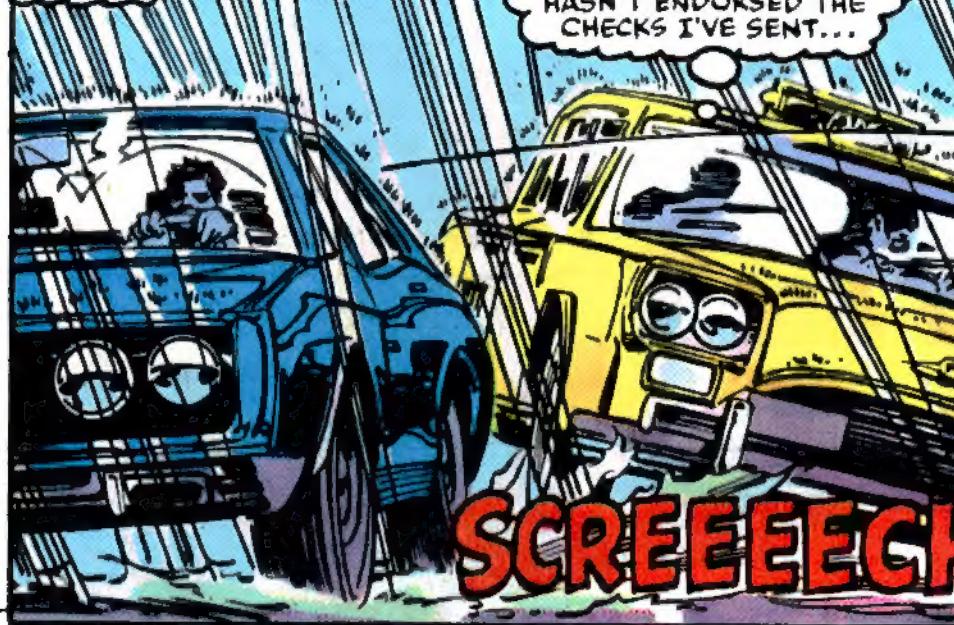




ONLY I HAVE TO GO BACK, DON'T I?

MADDIE... SHE'S MY WIFE! I CAN'T GET PAST THAT...!

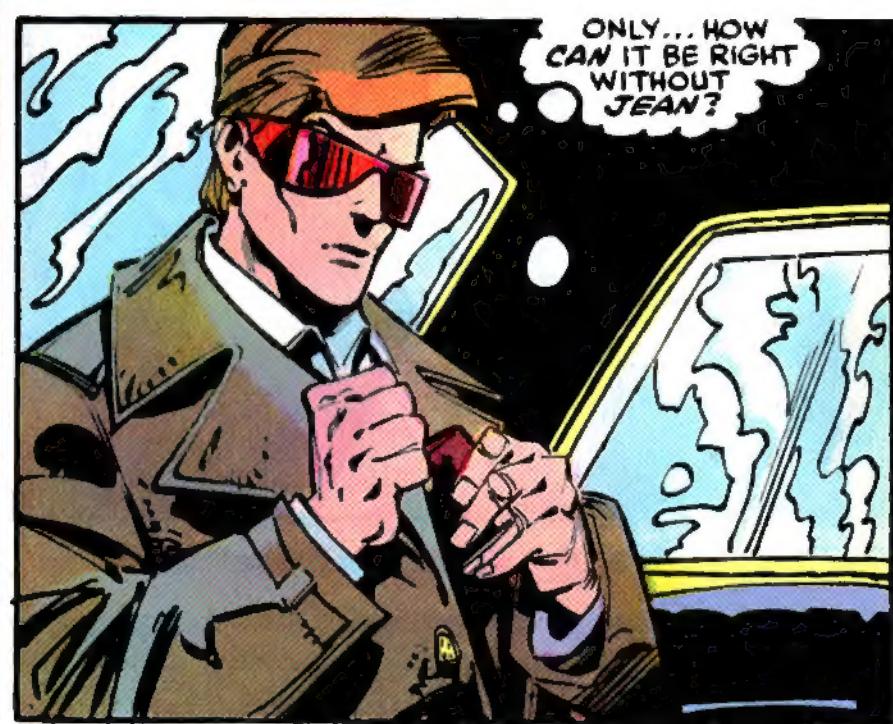
BUT MADDIE... HATES ME. WHO CAN BLAME HER? SHE'S DISCONNECTED THE PHONE, RETURNED MY LETTERS, HASN'T ENDORSED THE CHECKS I'VE SENT...

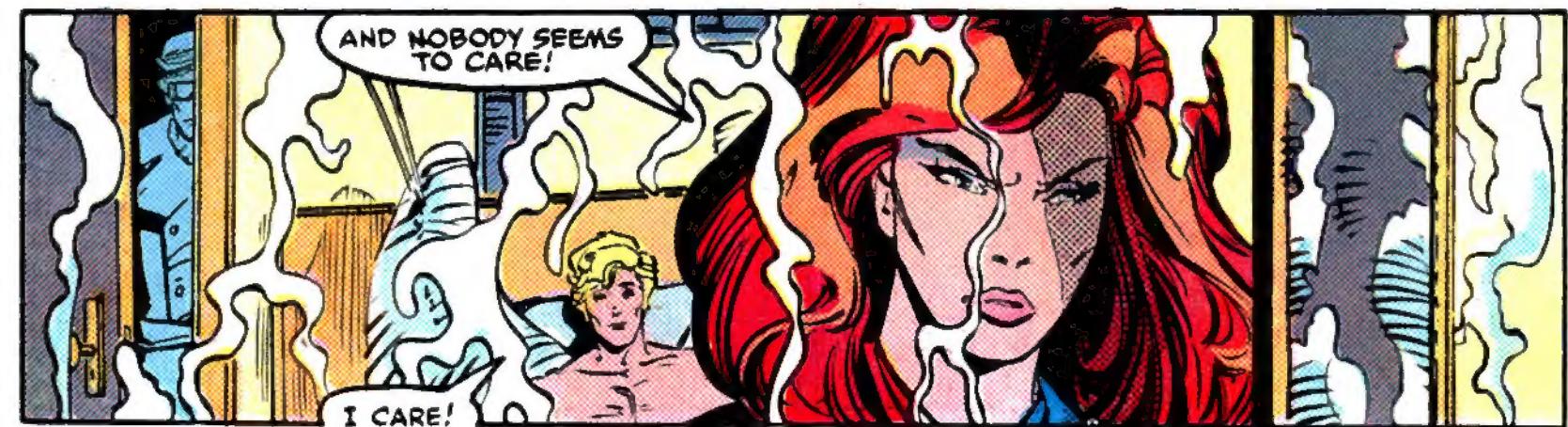
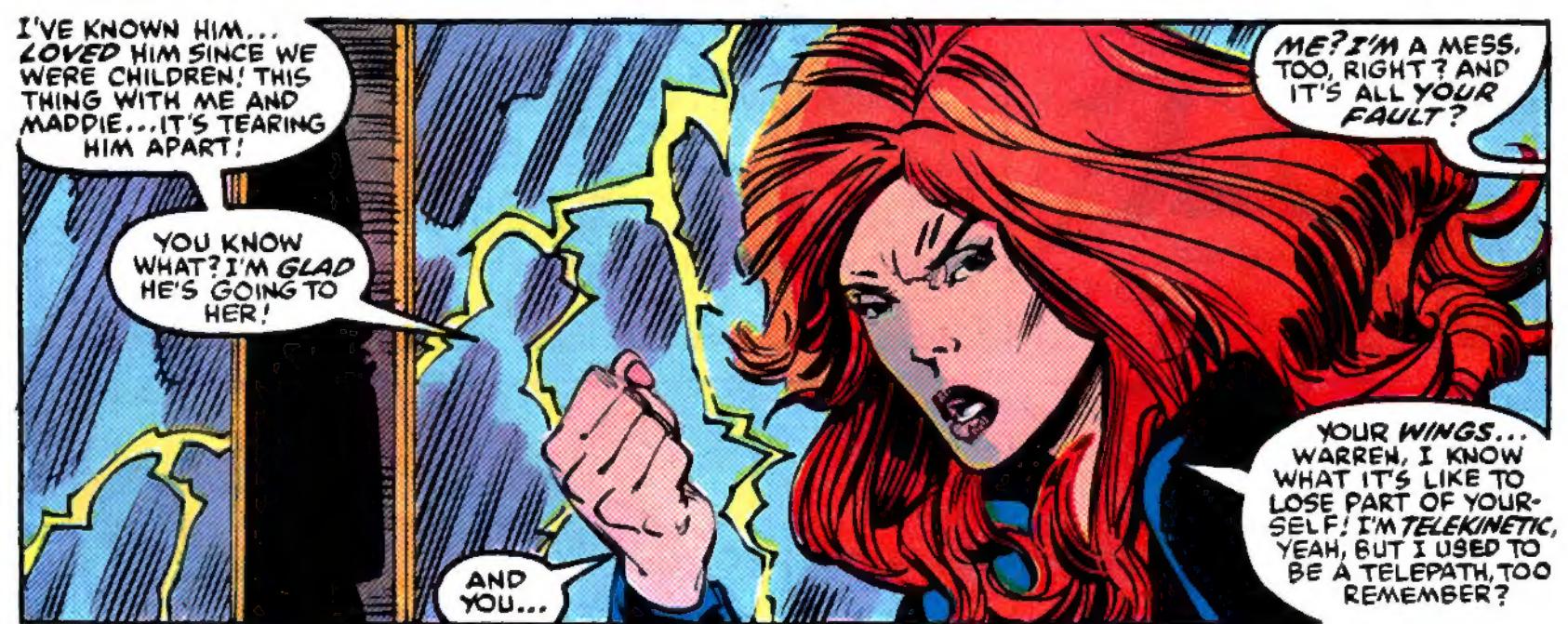


...WANTS NOTHING MORE TO DO WITH ME... AND I'M HALF GLAD BECAUSE--



ALASKA OR BUST! FIND MY WIFE AND SON! PUT MY LIFE RIGHT!





COME HERE, JEANIE! I WAS... HURT FIGHTING MARAUDERS! & SAVING MUTANTS, JEAN!

IT'S WHAT WE DO! WHAT WE'RE HERE FOR! IT'S WHAT GIVES OUR LIVES MEANING!

FORMING X-FACTOR WAS MY IDEA! I FINANCED IT! I ORGANIZED IT! IF YOU WANNA BLAME SOMEBODY FOR... ALL OF THIS, BLAME ME!

BUT I WANT YOU TO KNOW, JEAN... WHATEVER HAPPENS TO ME... X-FACTOR IS PROVIDED FOR AND--

*SEE X-FACTOR #10, BOB.

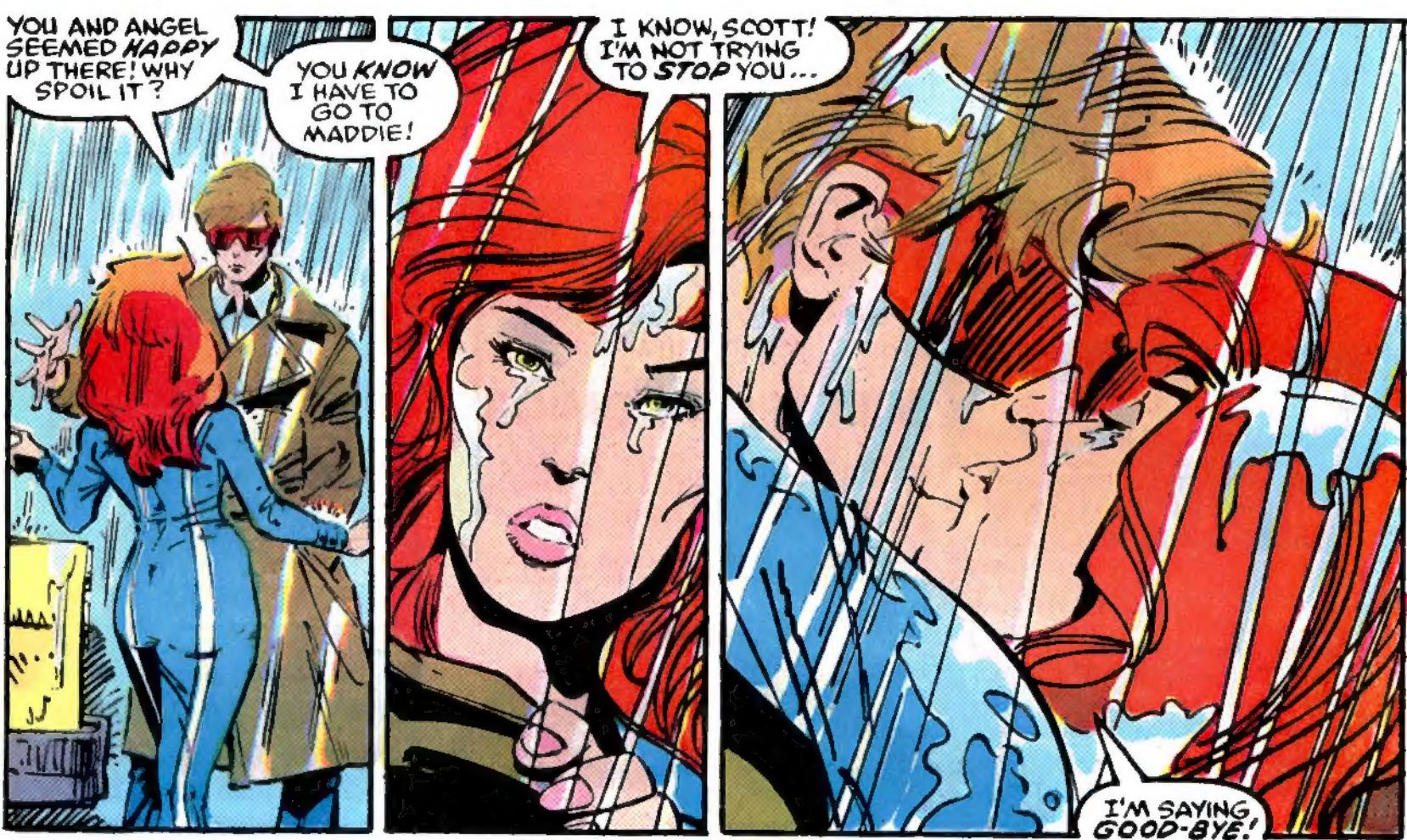
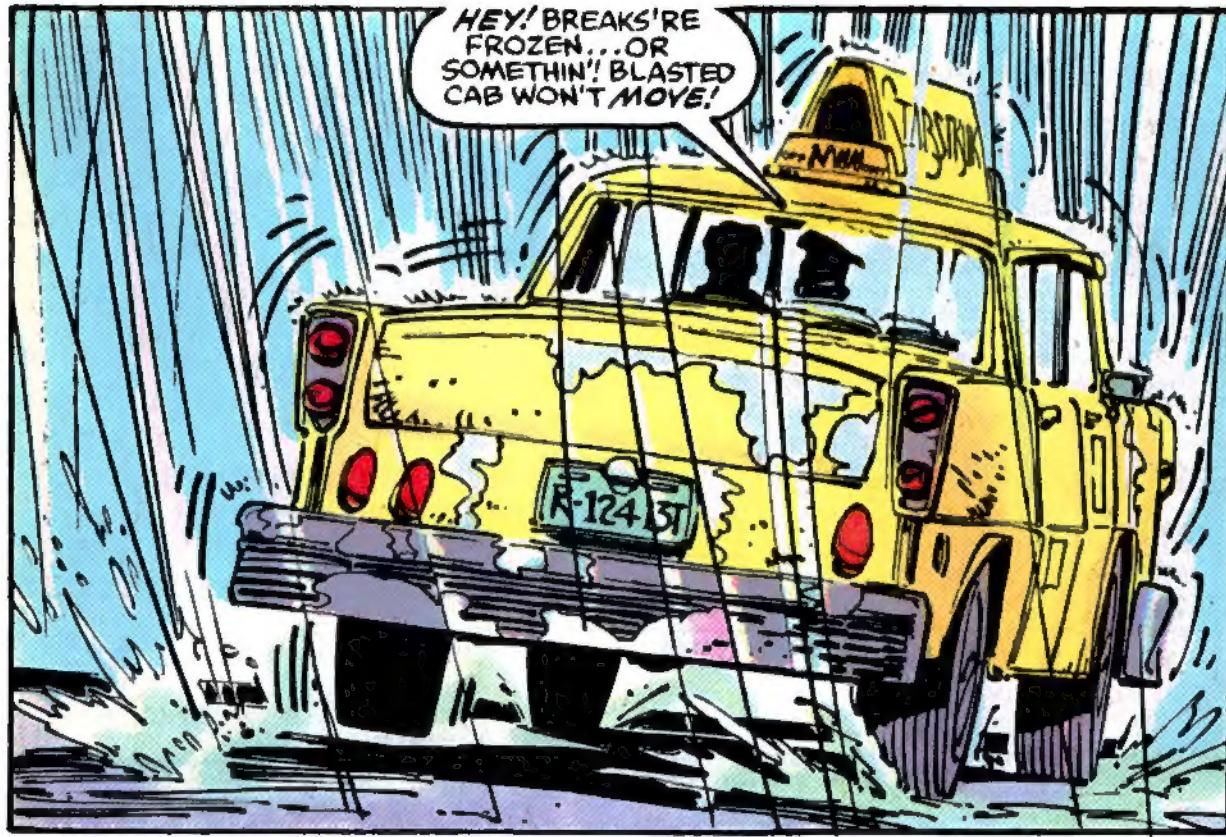
WHATEVER HAPPENS...? PROVIDED FOR...? NOW YOU'RE TALKING Nonsense, WARREN WORLINGTON III!

I WONDER WHERE SCOTT IS? HE SAID HE'D COME!

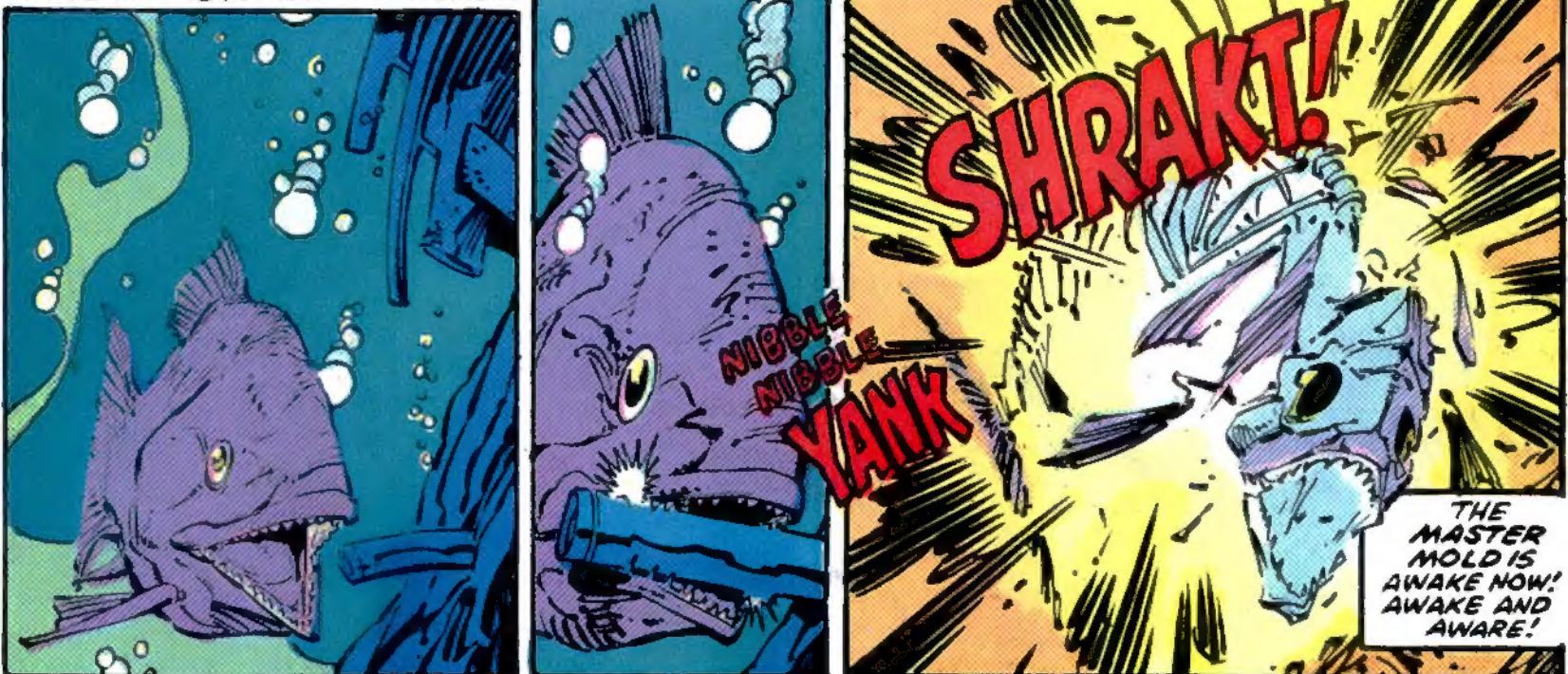
NO!

HE WAS HERE!

HE'S LEAVING...!



WHILE IN THE ALASKAN WATERS...



MANY OF HIS MEMORY CHIPS WERE DESTROYED IN HIS FALL! BUT HE KNOWS AS MUCH AS HE NEEDS TO!

HE KNOWS THE SECRET! THAT AND HIS HATRED! FOR NOW, THEY WILL BE ENOUGH!

AND, AS SCOTT SOARS OVER MANHATTAN ON HIS WAY TO ANCHORAGE, IN THE HOSPITAL BELOW...



CAMERON, WHAT IS THAT?

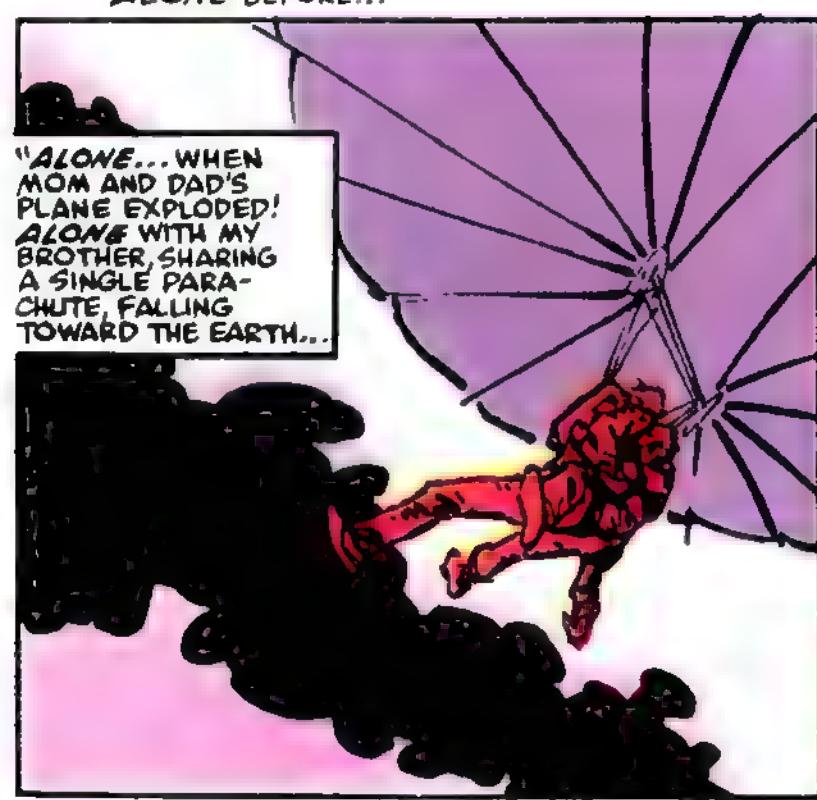
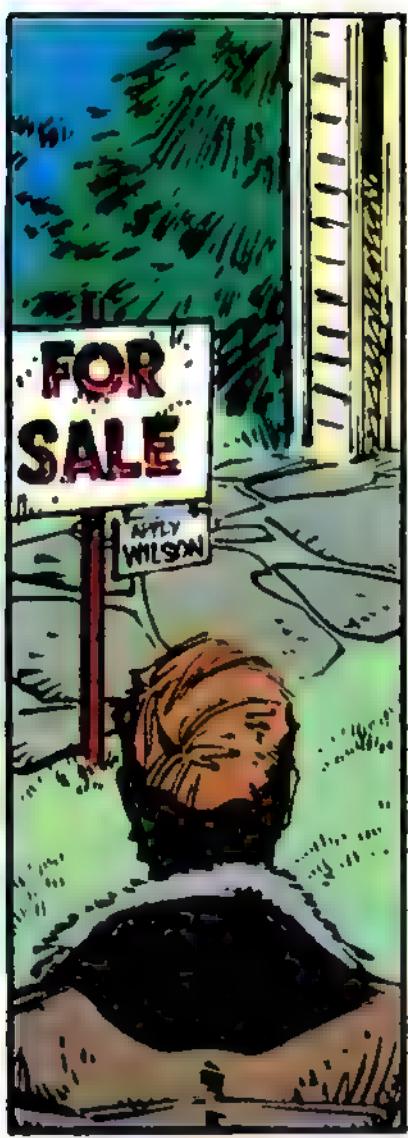
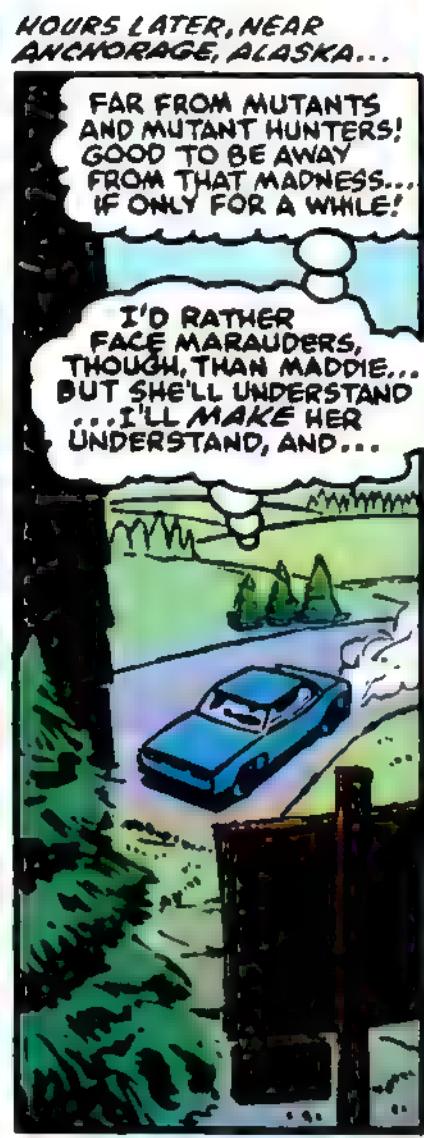
A SUBPOENA, WARREN, TO APPEAR BEFORE A FEDERAL COURT JUDGE...

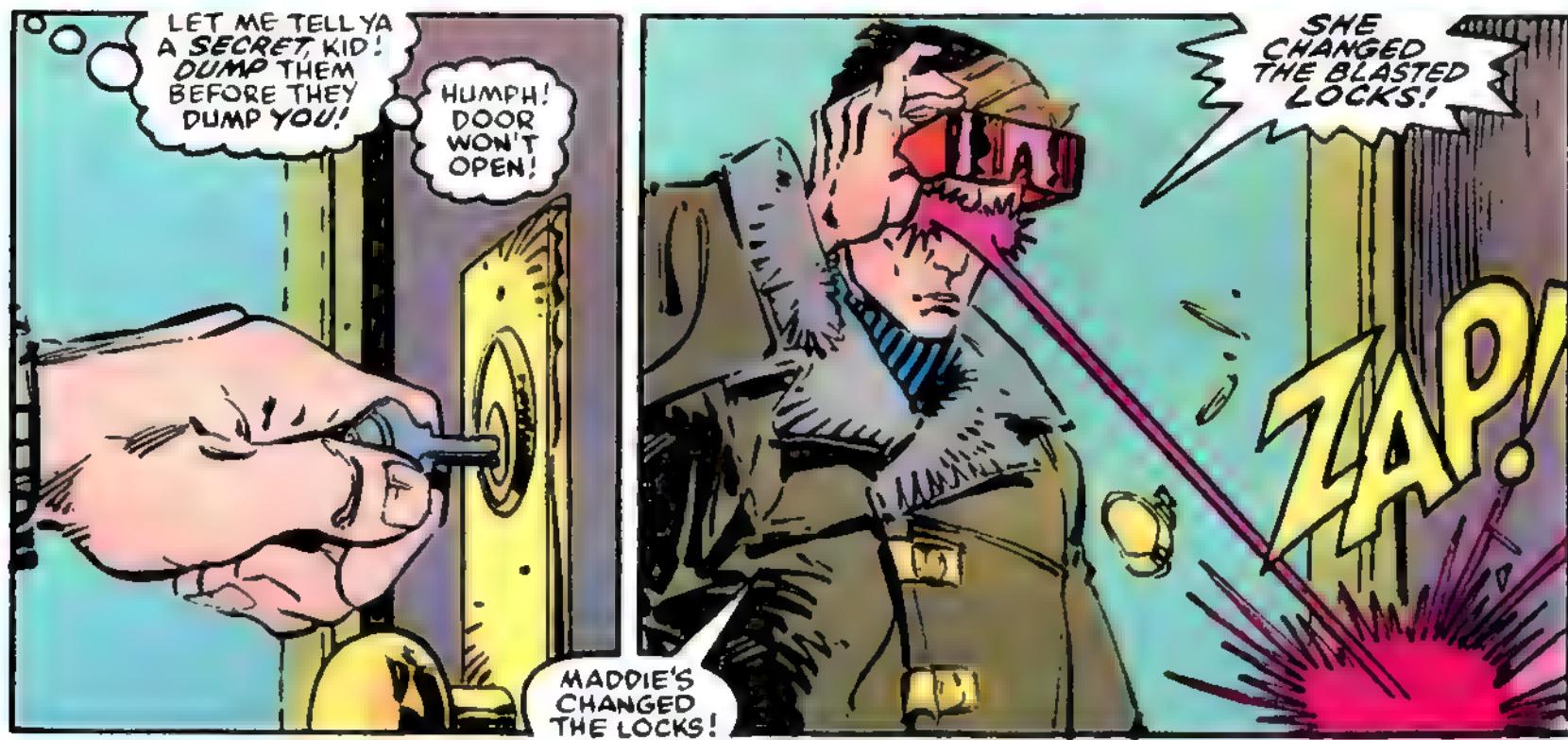
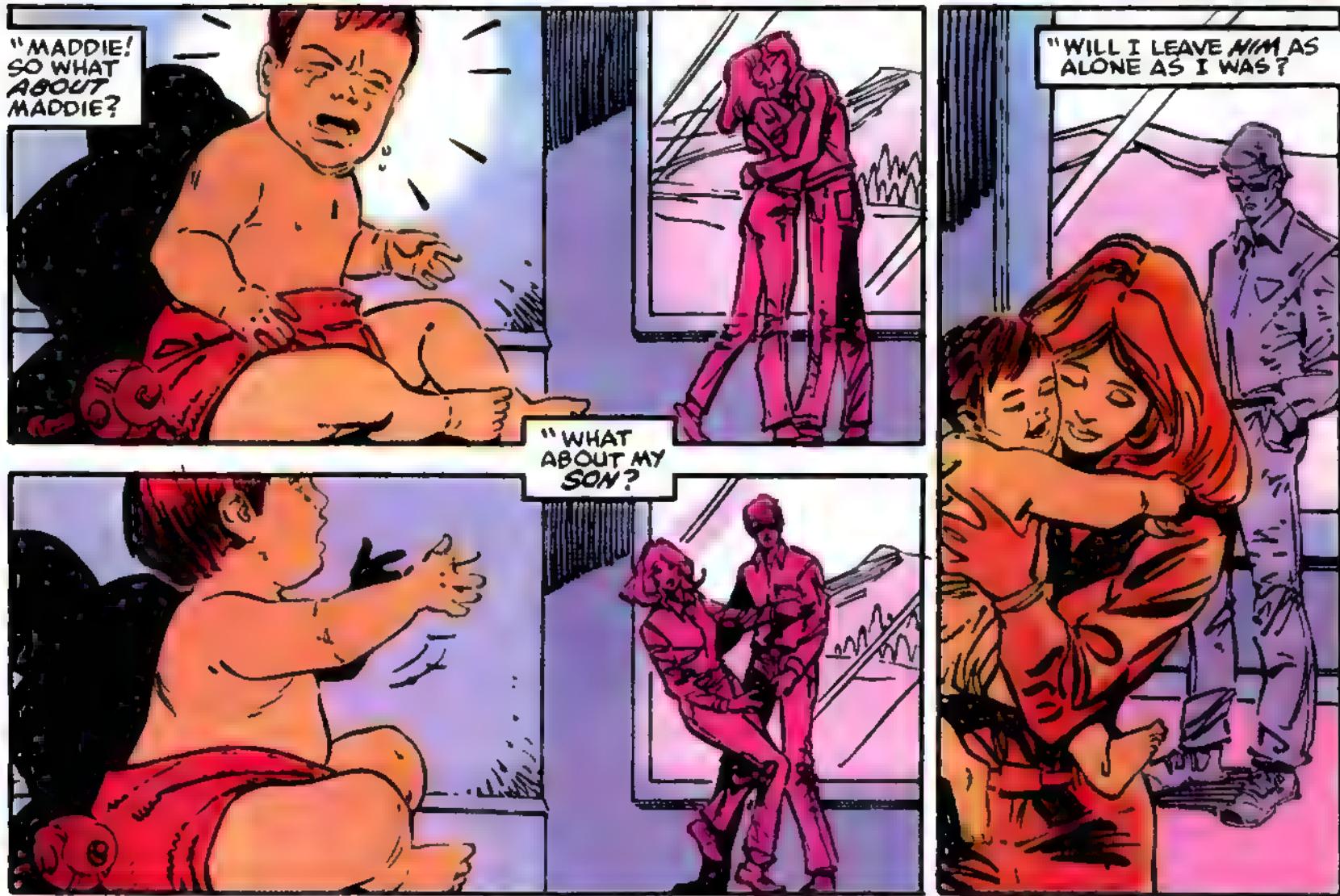
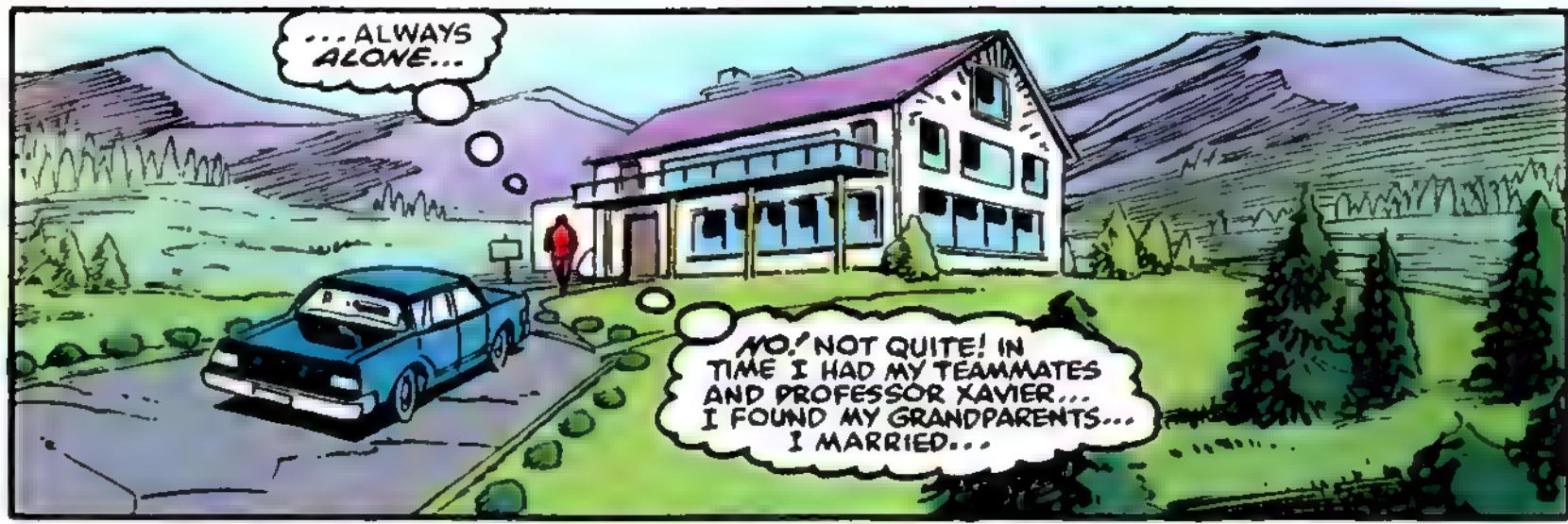
...AND EXPLAIN WHY YOU SHOULDN'T BE CHARGED WITH FRAUD BECAUSE OF THE MANNER IN WHICH YOUR X-FACTOR HOLDINGS WERE HIDDEN!

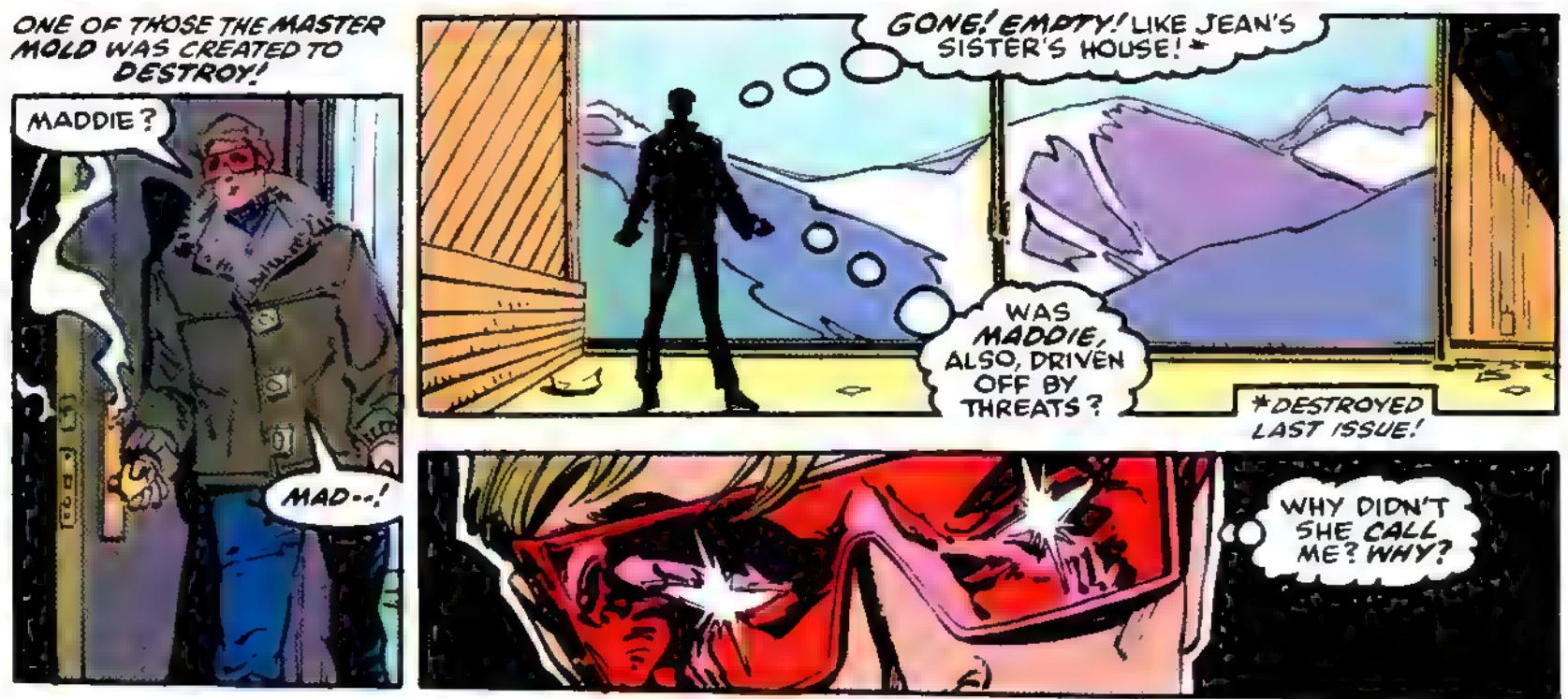
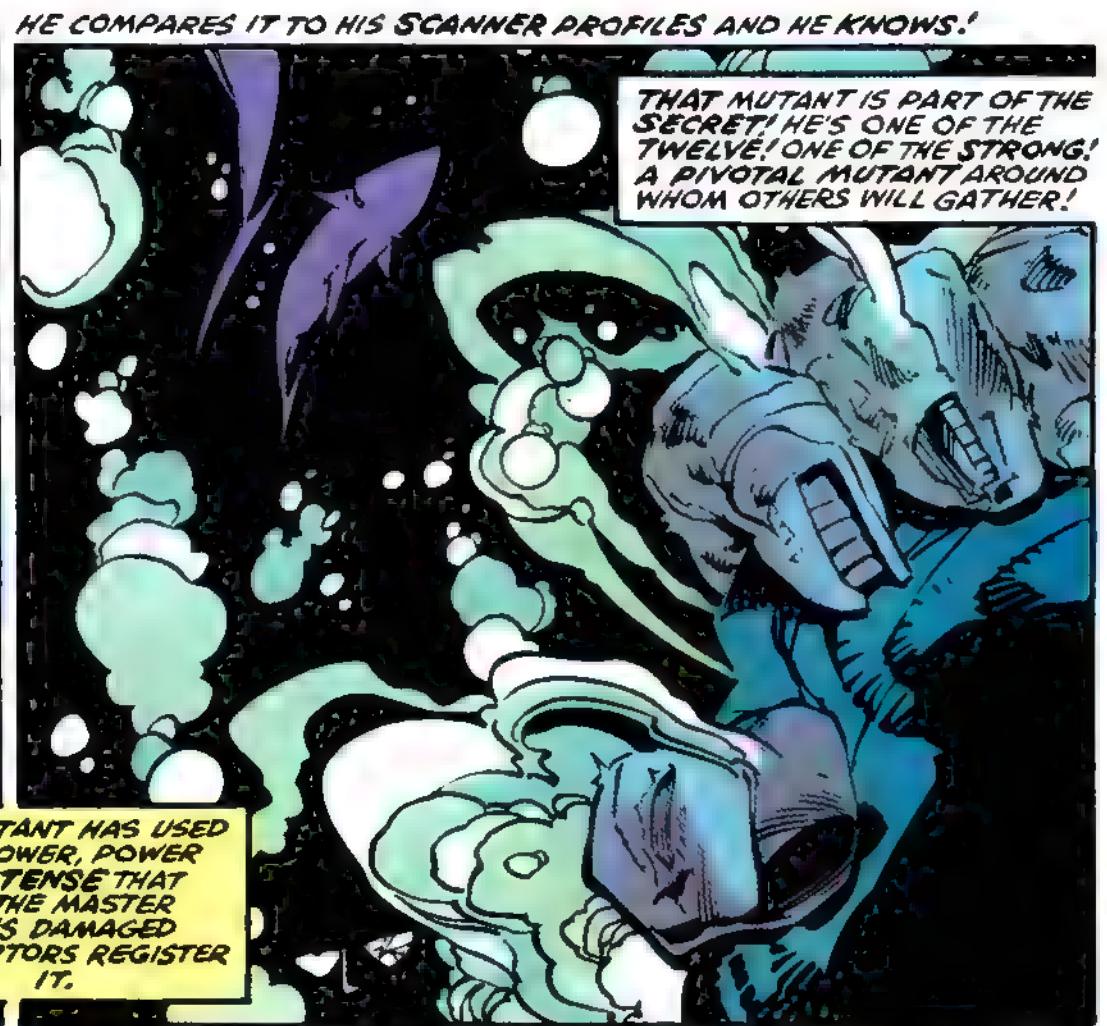
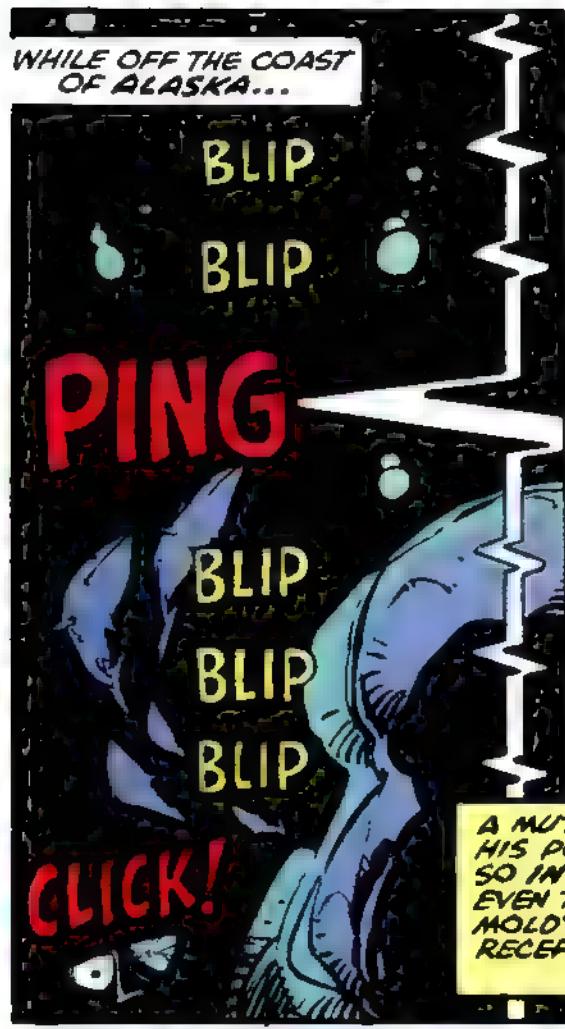
CAM, YOU'RE A LAWYER AS WELL AS X-FACTOR'S P.R. GUY! CAN THEY DO THAT?

YOU BETTER BELIEVE IT! BUT FRAUD'S NOT MY SPECIALTY, WARREN!

WORTHINGTON INDUSTRIES BETTER HAVE SOME TOUGH LAWYERS! YOU'RE GOING TO NEED THEM!





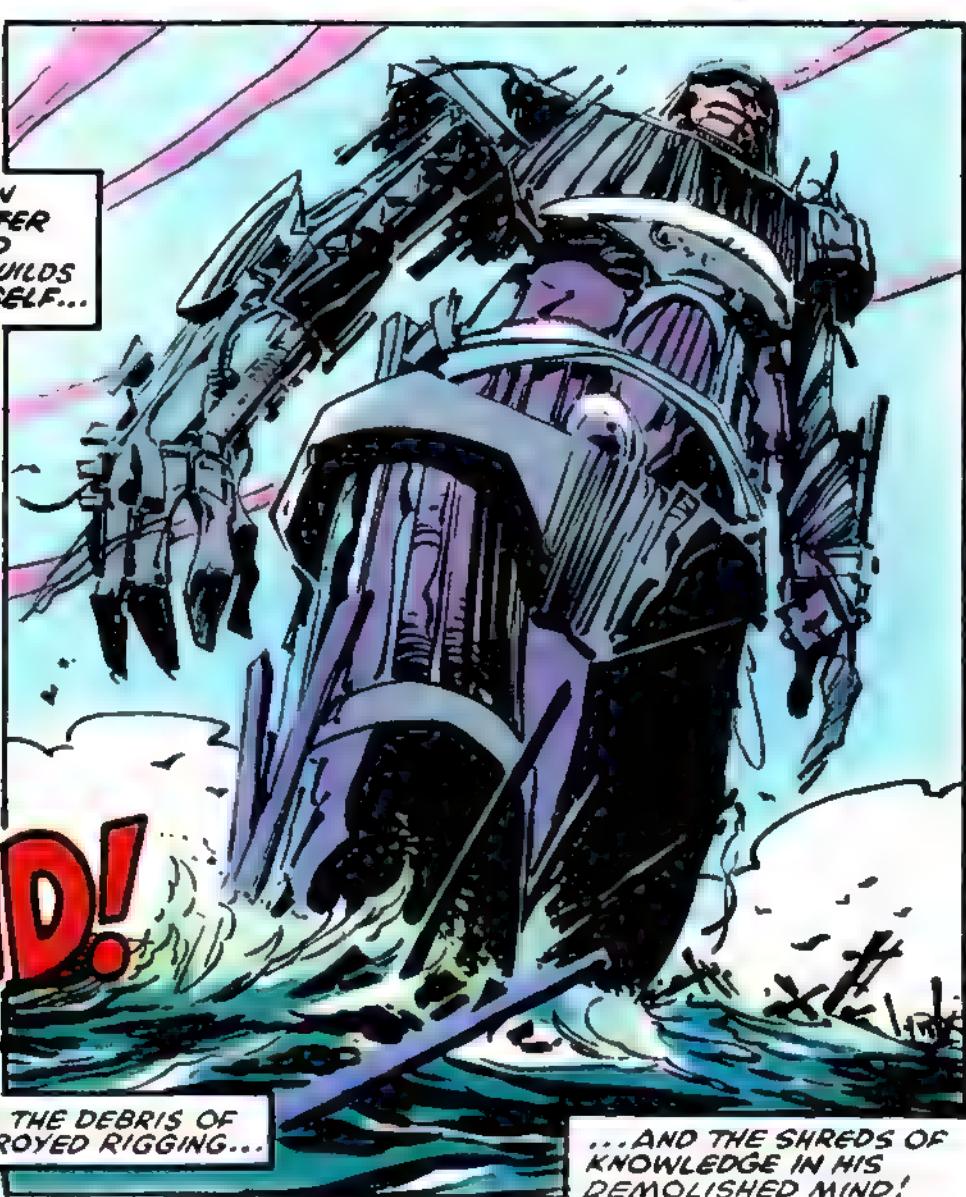




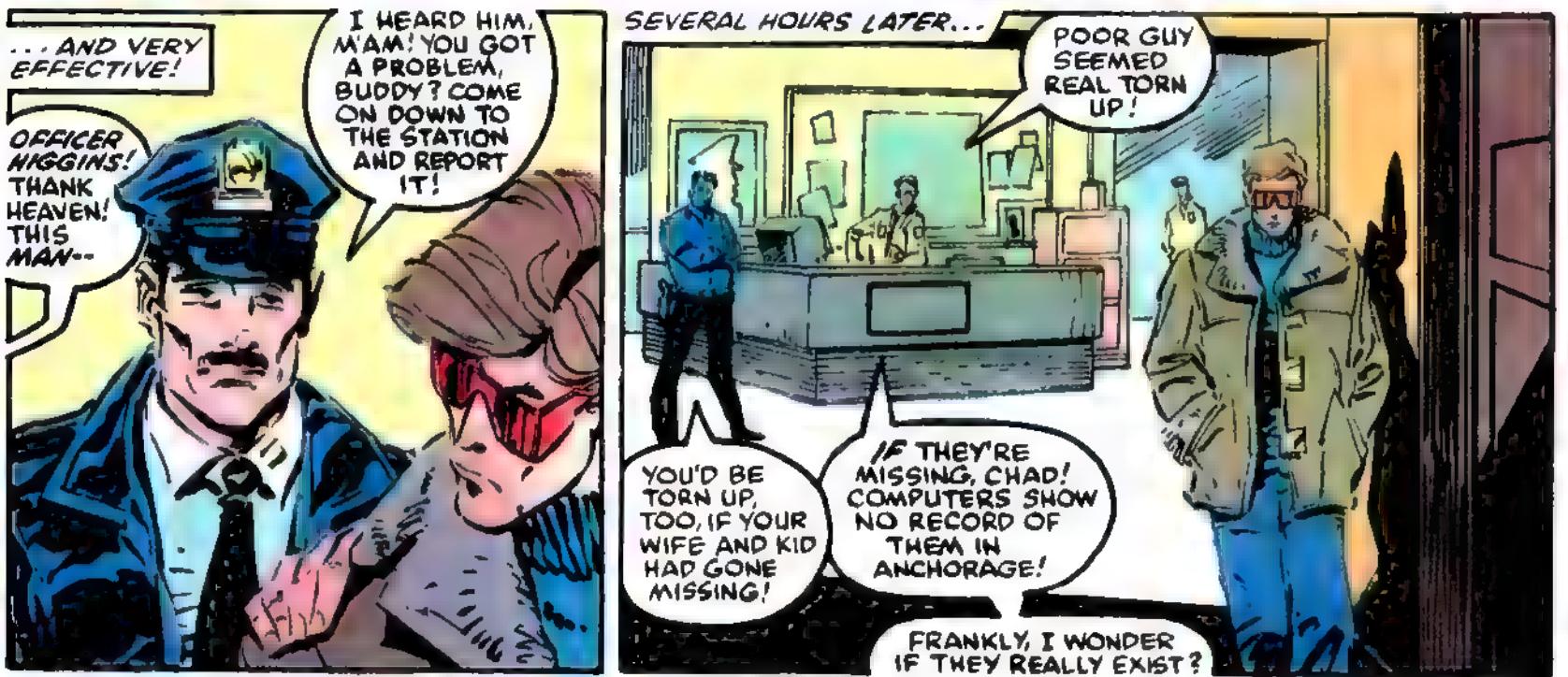
MEANWHILE, ON AN OFF SHORE OIL RIG IN THE BERING STRAIT...



LANG BUILT HIM ONCE!



ANCHORAGE. WILSON REALTY CO....



THREE HUNDRED MILES FROM ANCHORAGE, THE MASTER MOLD LURCHES FROM THE WATER!

HE CAN NO LONGER FLY AND HE HAS NOT YET FOUND EQUIPMENT TO REPAIR THAT SYSTEM. NO MATTER!

FOR NOW HE NEEDS INFORMATION... KNOWLEDGE TO REPLACE THE MEMORIES THAT HE LOST!

HEY, MIKE! LOOK! THE WINDOW! IT'S GLOWING!

GET BACK!

SKRASH!

AAAIIEEE!

HIS NEWLY CONSTRUCTED HAND BLASTERS ARE WORKING PERFECTLY! EXCELLENT! THEY'VE GAINED HIM ACCESS TO THE COMPUTERS!

...WHICH LEADS TO OTHERS! HE DRINKS THE WORLD DRY OF ITS KNOWLEDGE!

HE REMEMBERS LITTLE, BUT HE KNOWS HIS FOE!

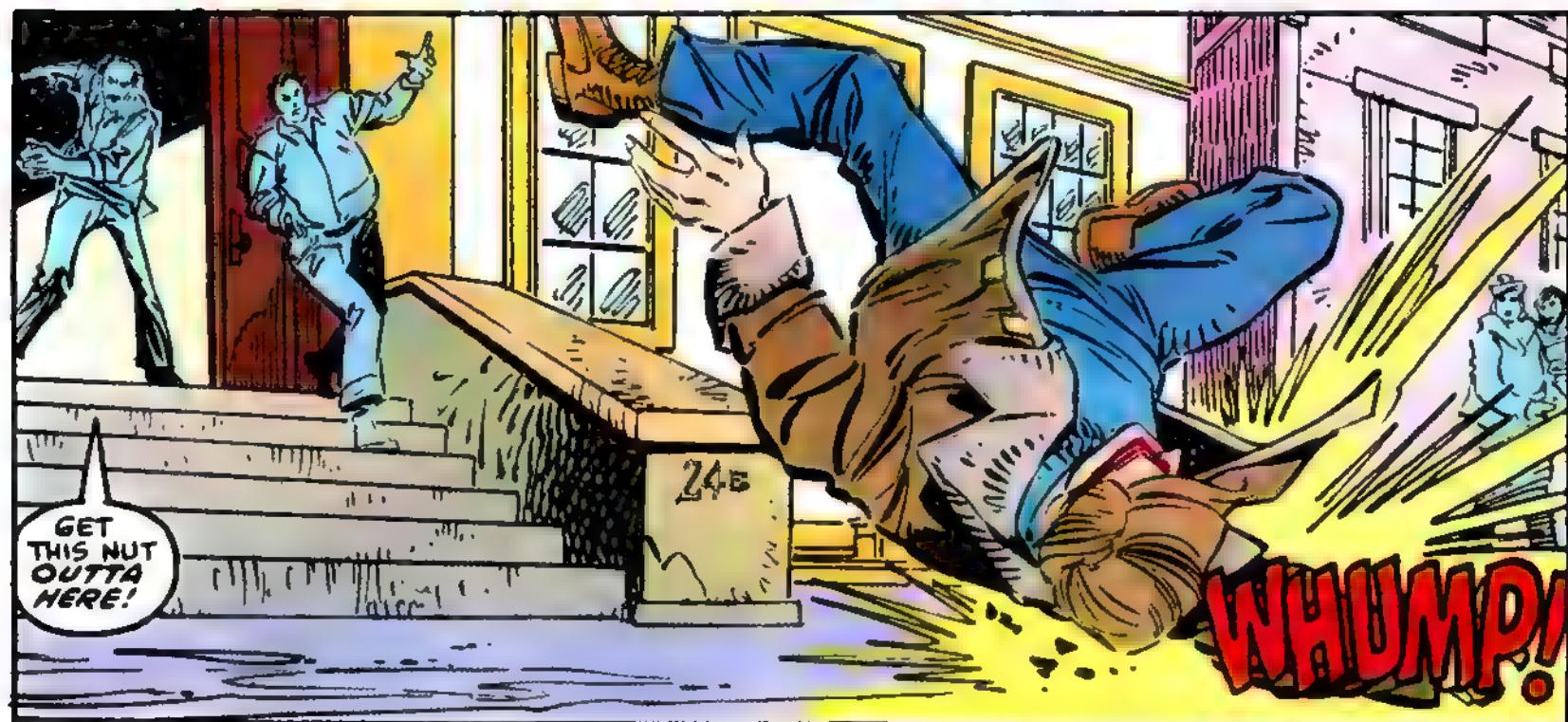
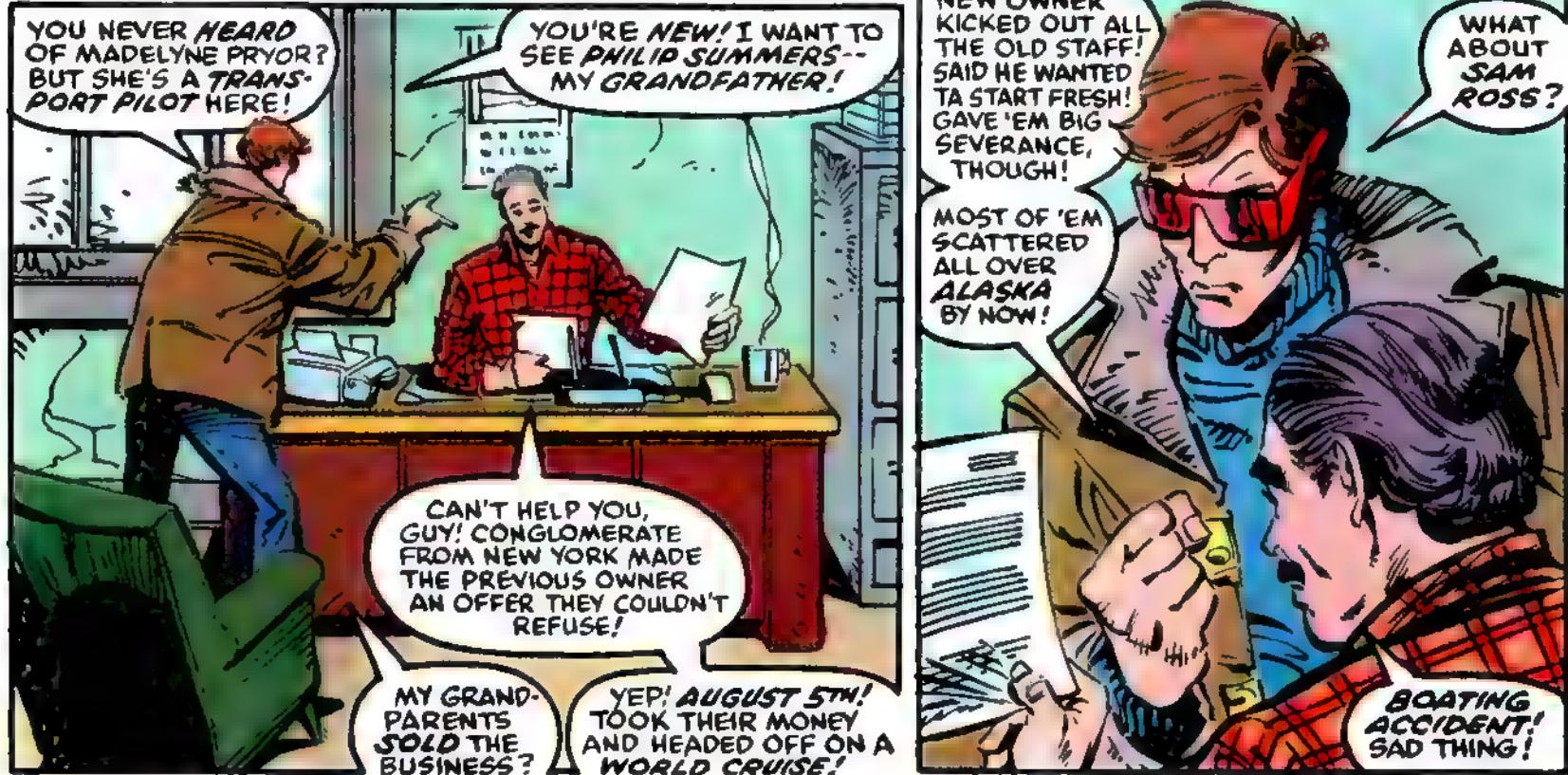
HE WILL NEED EVERY SHRED OF INFORMATION, EVERY OUNCE OF SOPHISTICATION, IF HE IS TO DEFEAT HIM!

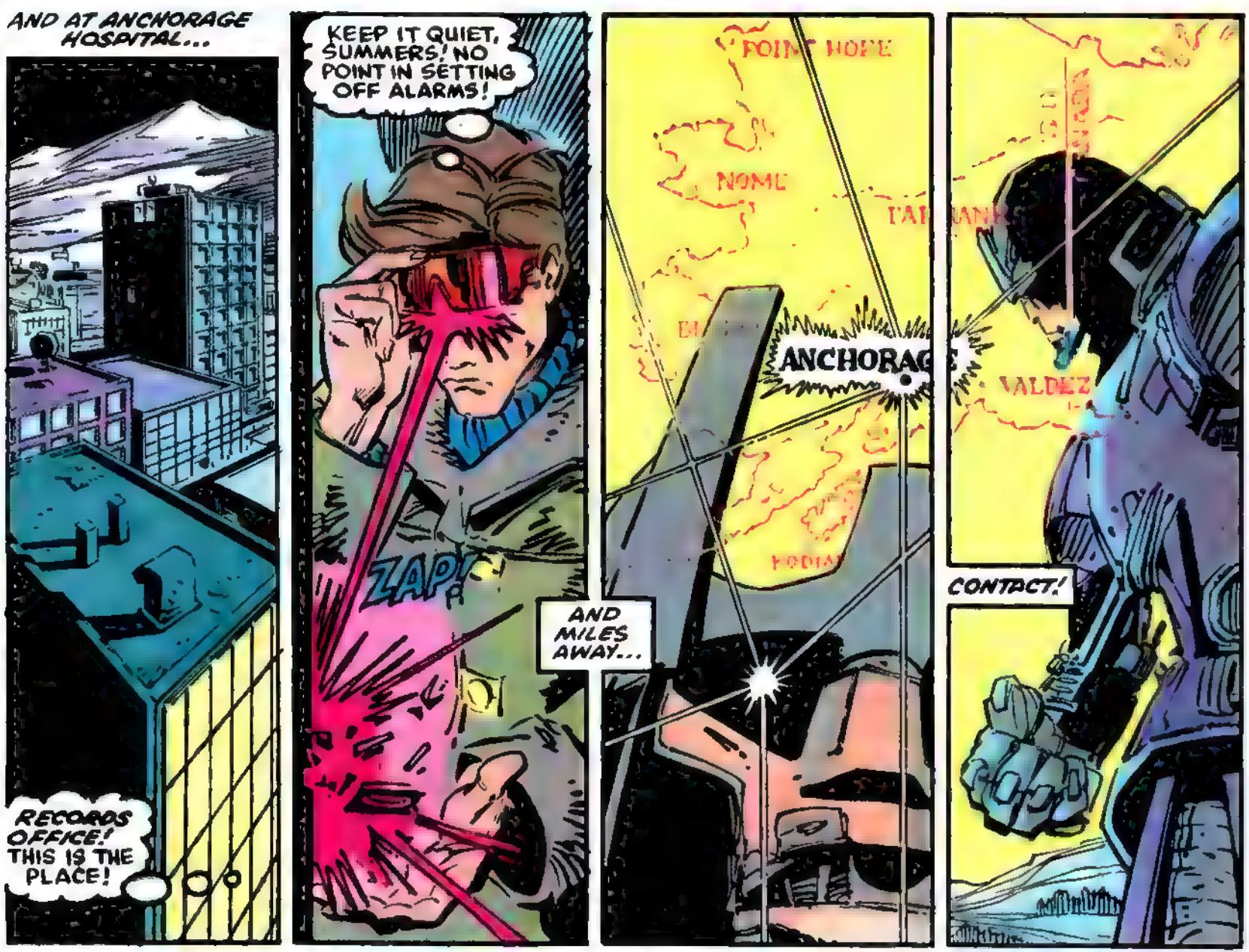
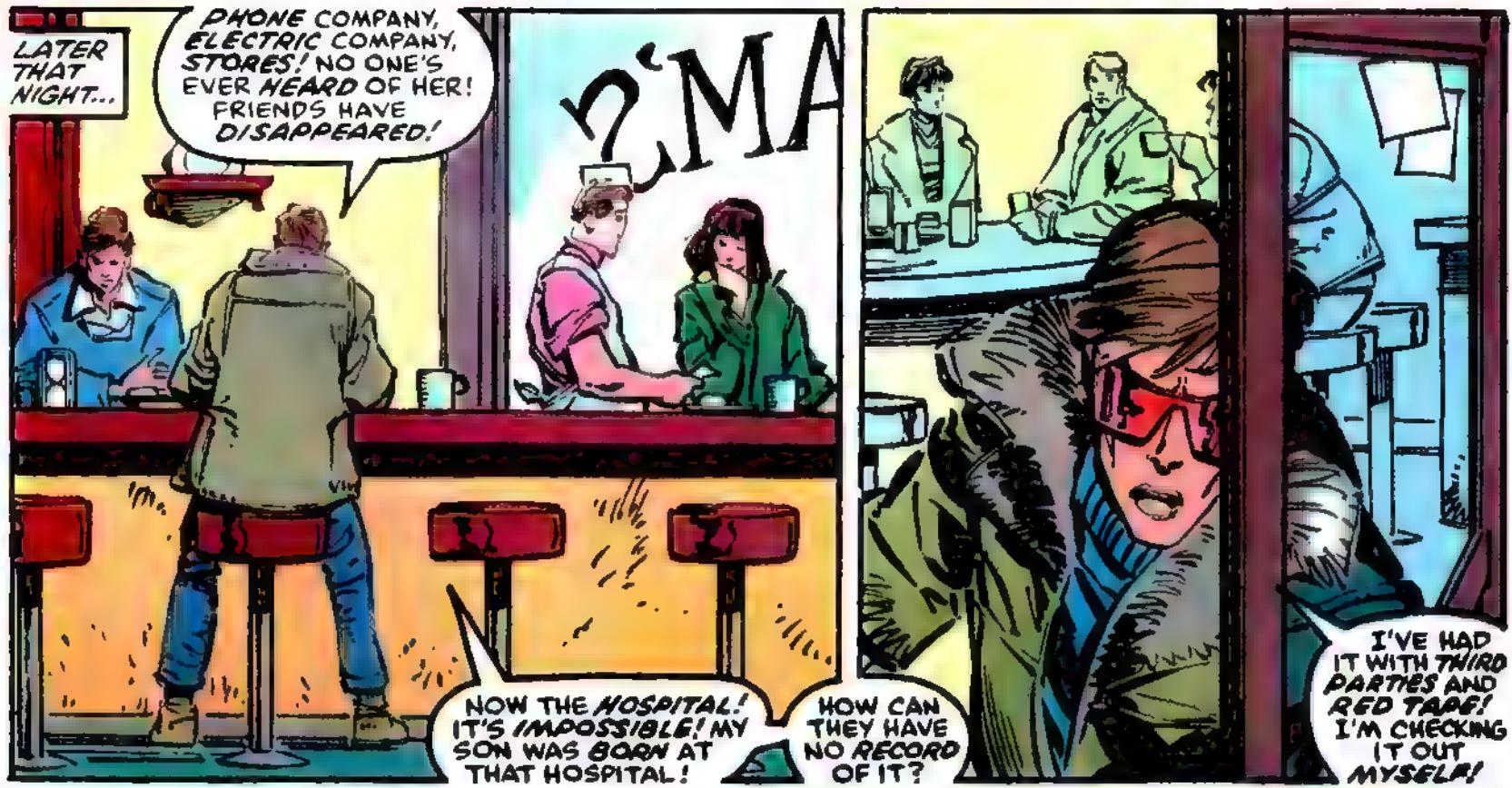
MASTER MOLD JOINS WITH THE COMPUTER...

...WHICH LEADS TO OTHER COMPUTERS...

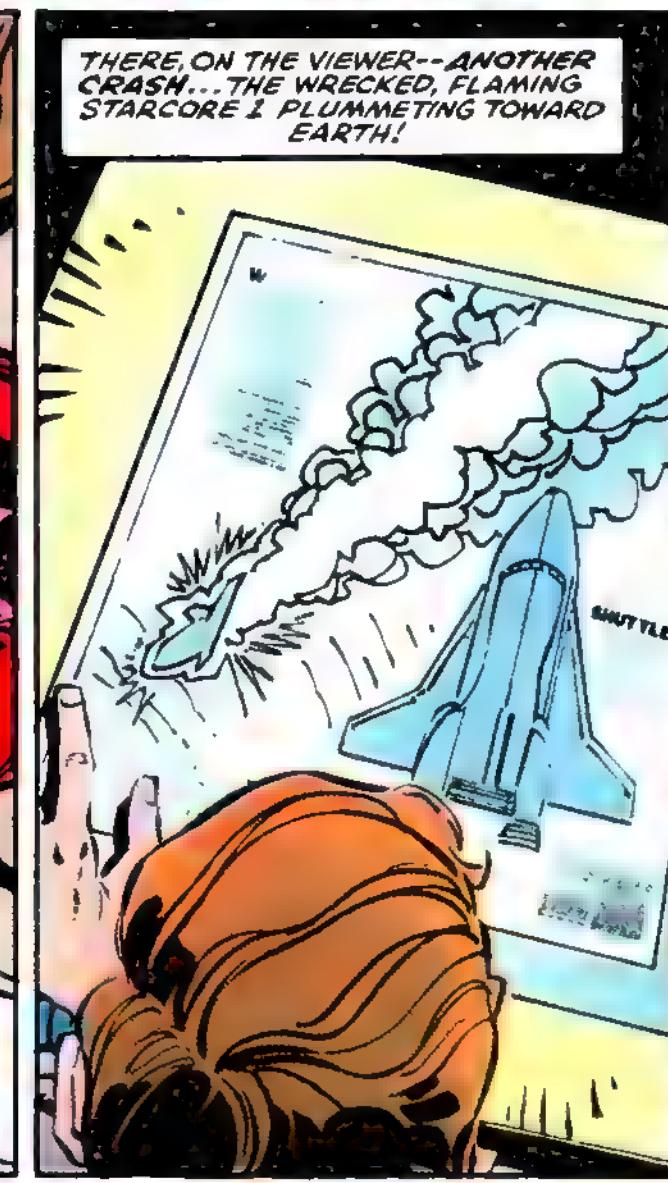
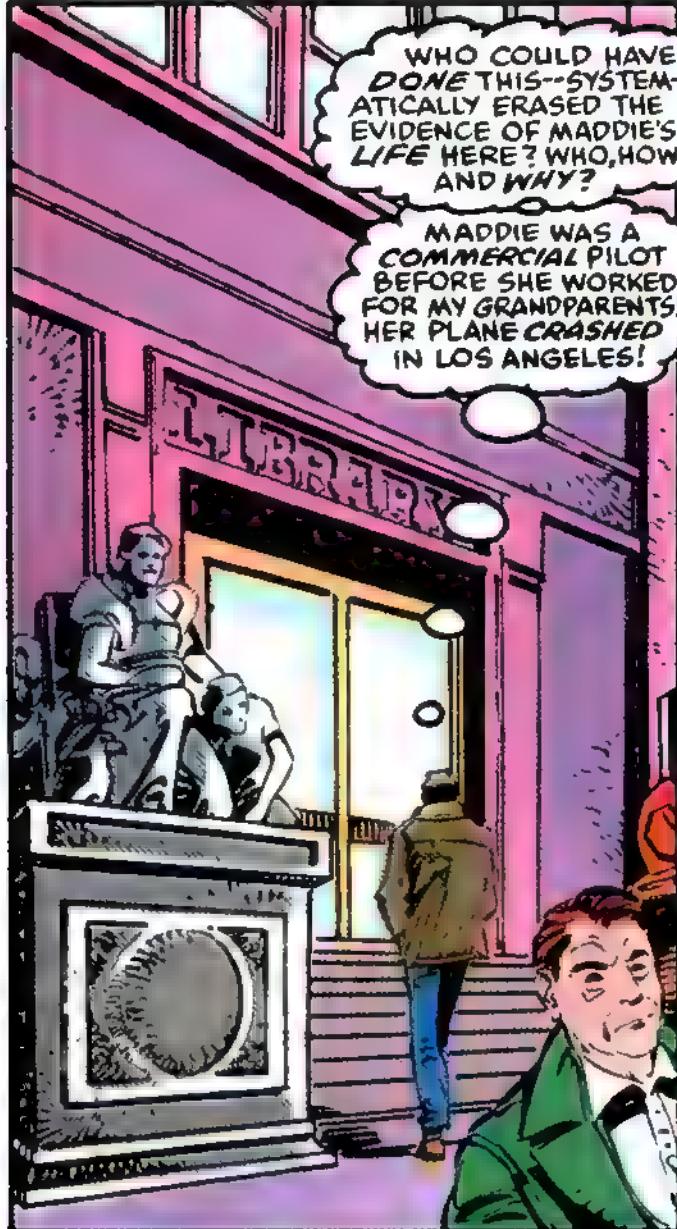
HE IS ALMOST READY TO BEGIN!

ANCHORAGE, ALASKA. THE OFFICES OF NORTH STAR AIRWAYS...

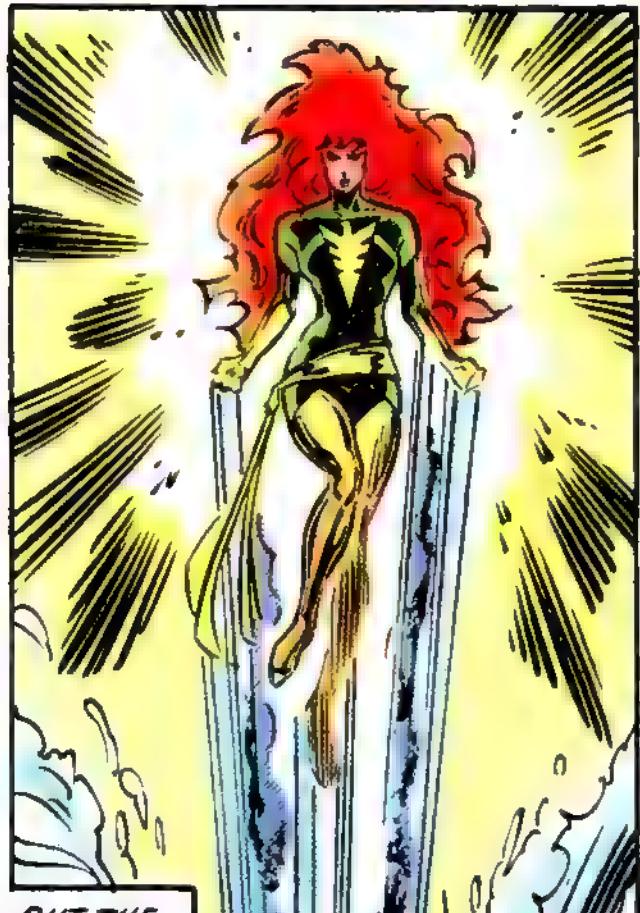




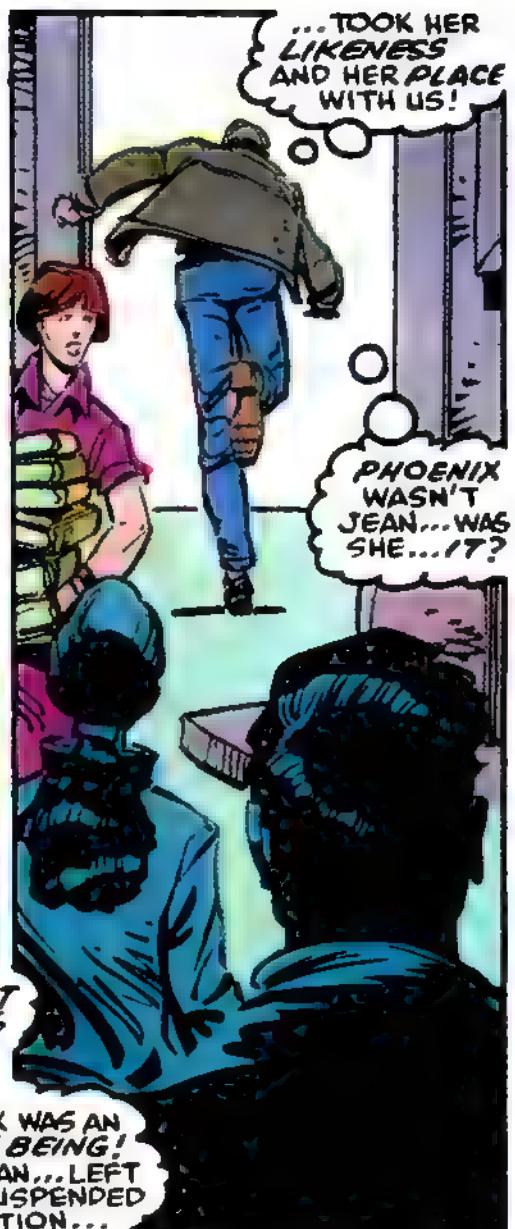
MORNING...AFTER A SLEEPLESS NIGHT...

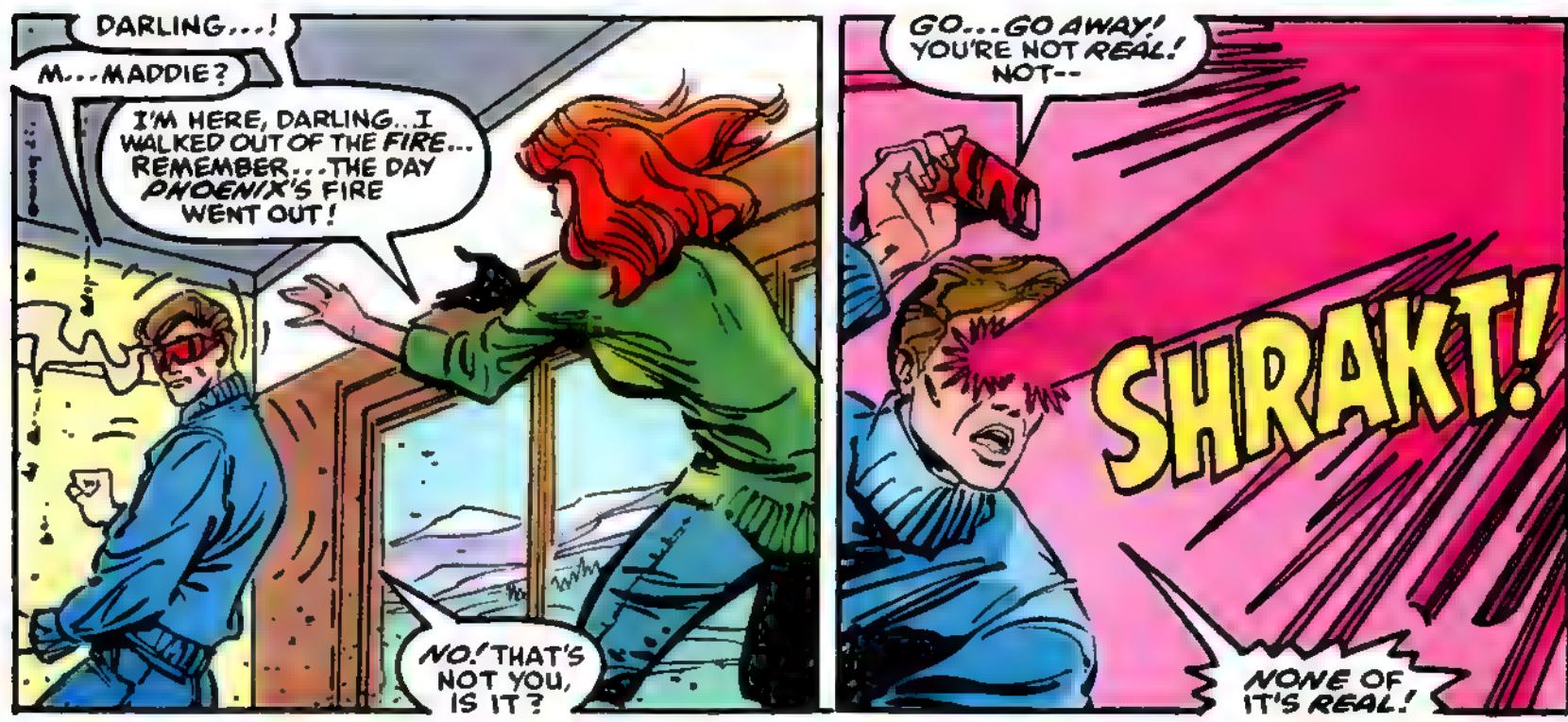


JEAN SAVED HER TEAM MATES, WALKED AWAY HERSELF FROM THAT ONE WITHOUT A SCRATCH--WALKED AWAY TRANSFORMED --AS THE PHOENIX!



BUT THE PHOENIX POWER WAS TOO MUCH FOR HER! IT CORRUPTED HER...





BULLPEN BULLETINS

About ten years ago, a lawyer friend of mine told me that I could sue DC Comics for a million dollars or more. The lawyer, a lady who'd worked in the comics business for many years, had discovered that I'd started writing professionally for DC Comics in 1965 when I was thirteen years old, and had written many dozens of stories for DC's top-selling titles while I was between the ages of thirteen and eighteen. Because I was a minor, she said, the legal agreements that I'd signed granting DC ownership of the stories I'd written and the characters I'd created (two of which were featured in their own series) were meaningless. She told me that I owned those stories, and would be entitled to all the income DC had received from licensing them for publication worldwide, or statutory copyright damages, whichever was greater. She said the case was airtight, and urged me to pursue it.

I never even considered it for a moment.

You see, I'd been offered the same deal as everybody else in comics in those days, and, minor or not, I'd understood it perfectly. Moreover, I'd agreed to it enthusiastically—thrilled to have the chance to write comics, and very glad to be paid what I was paid, because my family needed that money.

It wouldn't be right to go back on the deal.

Recently, a reporter from Phoenix asked me, "Do you think your comics provide good role models for your younger readers?" That's a pretty standard question, and I

gave it the standard answer—that providing good role models is not our goal. We don't try to preach morals or values—business, we feel, best left to parents and educators. We're entertainers. Our business is telling good stories.

He seemed happy with that answer, and the interview moved on. Since then, however, I've given that subject more thought. The fact is that a good story must leave the reader with something more than he started with—a thought, an idea, an insight... What thoughts, ideas and insights were conveyed to me when I was a reader?

The Amazing Spider-Man was my favorite title back then. I identified with Peter Parker, because he and his Aunt May had money troubles just like my family did. Often his need was desperate, and he was faced with a choice between doing the self-serving, expedient thing and doing the right thing. He wasn't a paragon. Once or twice he slipped. Hey, he was only human. But, you know, I could tell that he learned from his mistakes, and in the end, when it counted, he always chose to do the right thing.

My lawyer friend's name came up in conversation the other day, reminding me of my choice not to sue DC. It occurred to me then that Peter Parker wouldn't have done it either.

Jim Shooter
Editor in Chief

CHECKLIST

- DAKOTA NORTH #5
- DAREDEVIL #239
- G.I. JOE SPECIAL MISSIONS #3
- NEW MUTANTS #48—Vs. the Sentinels of the future!
- STRIKEFORCE: MORITURI #3—Their first mission against the Horde!
- TRANSFORMERS: THE MOVIE (Limited Series) #3
- WEB OF SPIDER-MAN #23
- WEST COAST AVENGERS #17
- COMET MAN (Limited Series) #1—Dr. Stephen Beckley discovers the secret of Halley's Comet—and it destroys him! This incredible space adventure could have been created only by someone who's been there! Created and written by BILL ("Lost in Space") MUMY and MIGUEL FERRARI! Art by KELLY JONES and GERRY TALAO!
- CONAN ANNUAL #10
- ALPHA FLIGHT #43
- AMAZING SPIDER-MAN #285—With the Punisher and Hobgoblin!
- CAPTAIN AMERICA #328
- DOCTOR STRANGE #81—Introducing Rintah!
- G.I. JOE AND TRANSFORMERS (Limited Series) #2—Cobra and the Decepticons become allies!
- POWER PACK #28—A visit to Avengers Mansion!
- FANTASTIC FOUR VS. THE X-MEN (Limited Series) #1—Has Reed Richards betrayed the FF? What's he doing with the X-Men? And now will he betray them, too? Find out in this 4-issue Limited Series by CHRIS CLAREMONT (writer) with JON BOGDANOVE and TERRY AUSTIN (artists)!
- AVENGERS #278—The Masters of Evil! CONAN THE BARBARIAN #191
- G.I. JOE #56
- HOWARD THE DUCK (Limited Series) #3
- INCREDIBLE HULK #328
- MARVEL TALES #196—Reprinting Marvel Team-Up #62 by CHRIS CLAREMONT and JOHN BYRNE.
- THE 'NAM #3—Off to Saigon on a "Three Day Pass"! Story by Vietnam vet DOUG MURRAY. Art by MICHAEL GOLDEN and ARMANDO GIL.
- X-MEN #214—The aftermath of the Mutant

- Massacre by CHRIS CLAREMONT and BARRY WINDSOR-SMITH!
- MARVEL SAGA #16—The origins of Hawkeye and Wonder Man! The Avengers vs. Kang! Spidey meets Daredevil! And more!
- TRANSFORMERS UNIVERSE (Limited Series) #3
- SPIDER-MAN VS. WOLVERINE #1—In East Berlin, Spidey finds out that spies play for keeps! But there's someone even more deadly—Wolverine! Written by JIM OWSLEY! Art by MARK BRIGHT and AL WILLIAMSON!
- FANTASTIC FOUR #298
- IRON MAN #215—DAVID MICHELINIE and BOB LAYTON are back! And they got MARK BRIGHT with them!
- PETER PARKER, THE SPECTACULAR SPIDER-MAN #123—With the Black Cat!
- THOR #378—A bone-breaking battle with the Absorbing Man!
- TRANSFORMERS #25
- X-FACTOR #13—Cyclops battles a Sentinel!
- CLASSIC X-MEN #6—Reprinting X-Men #98, with new material by CHRIS CLAREMONT and JOHN BOLTON.
- G.I. JOE ORDER OF BATTLE (Limited Series) #4—Also known as "G.I. Joe Universe!"
- G.I. JOE DIGEST #2

MARVEL MAGAZINES

- MARVEL AGE #47—The only place to go for info about everything you see here! Plus, behind the scenes at the New Universe!
- SAVAGE SWORD OF CONAN #132
- EPIC COMICS
- MOONSHADOW (Limited Series) #11—The true tale of Ira's origin!
- GROO THE WANDERER #24
- ELEKTRA: ASSASSIN (Limited Series) #5—Elektra and Garrett take on SHIELD and Washington, D.C. By FRANK MILLER and BILL SIENKIEWICZ.
- ALIEN LEGION #17—Under suspicion of murder!
- ELFQUEST #19
- STEELGRIP STARKEY (Limited Series) #3—The latest and the greatest!

- STAR COMICS
- HUGGA BUNCH #3—The Huglets disappear!
- THUNDERCATS #8
- ANIMAX #2—X-Tincter and the Motor Mutants lay siege to the city of Animax!
- HEATHCLIFF #14!
- DROIDS #6—Guest-starring the entire "Star Wars" crew!
- POPPLES #2
- TOP DOG #12—Speechless!
- STAR DIGEST #2—With Heathcliff, Top Dog, Care Bears and more!

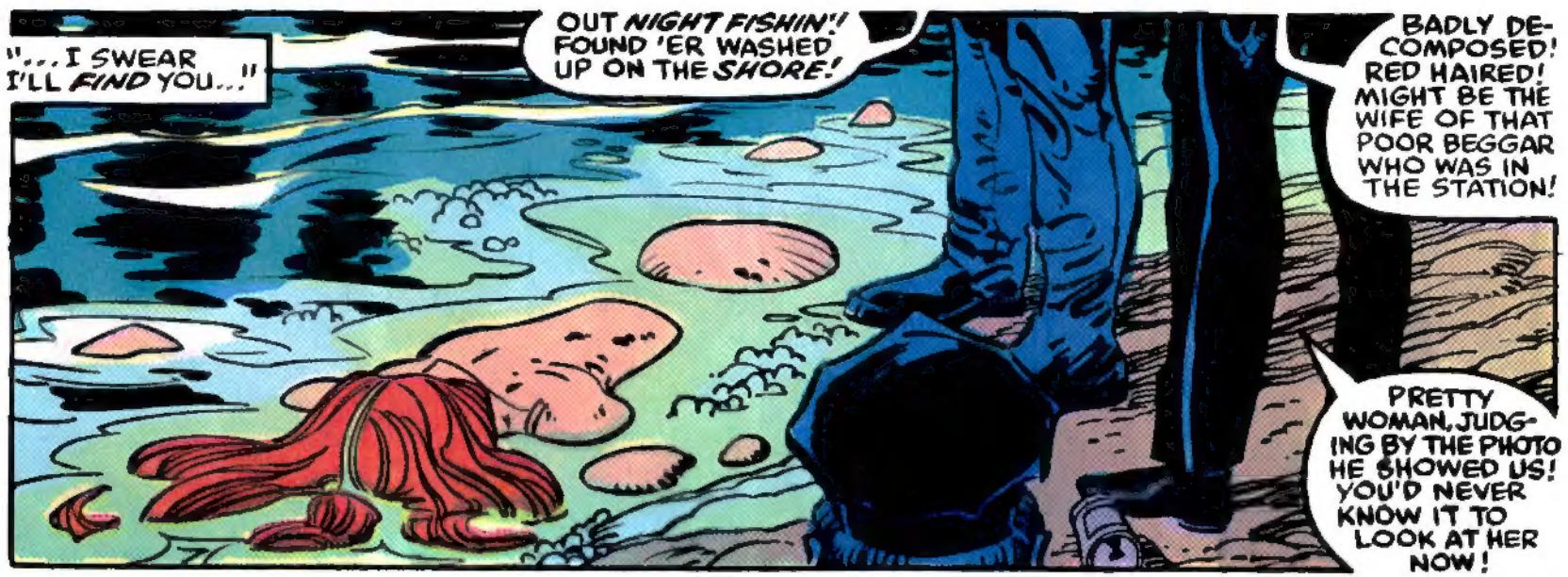
NEW UNIVERSE

- NIGHT MASK #4—She's alluring and deadly! She's Mistress Twilight! Night Mask must resist her... but can he?
- PSI FORCE #4—Kathy goes home... with incredible consequences!
- KICKERS, INC. #4—They fight dirty 'cause they're the Flet, and they're after Jack's head!
- MERC #4—Hazzard faces criminal charges as a result of the Philadelphia Debacle!
- D.R. 7 #4—The Displaced Paranormals find their lives in jeopardy when they cross paths with the "Wompus!"
- JUSTICE #4—Out on Exit 14, life gets tougher for Justice on our world... as we learn more about Justice's home world!
- STAR BRAND #8—A Mediterranean dictator has threatened drastic consequences for anyone who crosses his Line of Death! Enter Star Brand...!
- SPITFIRE AND THE TROUBLE-SHOOTERS #6—Star Brand must fight Spitfire, and the life of a Troubleshooter hangs in the balance!

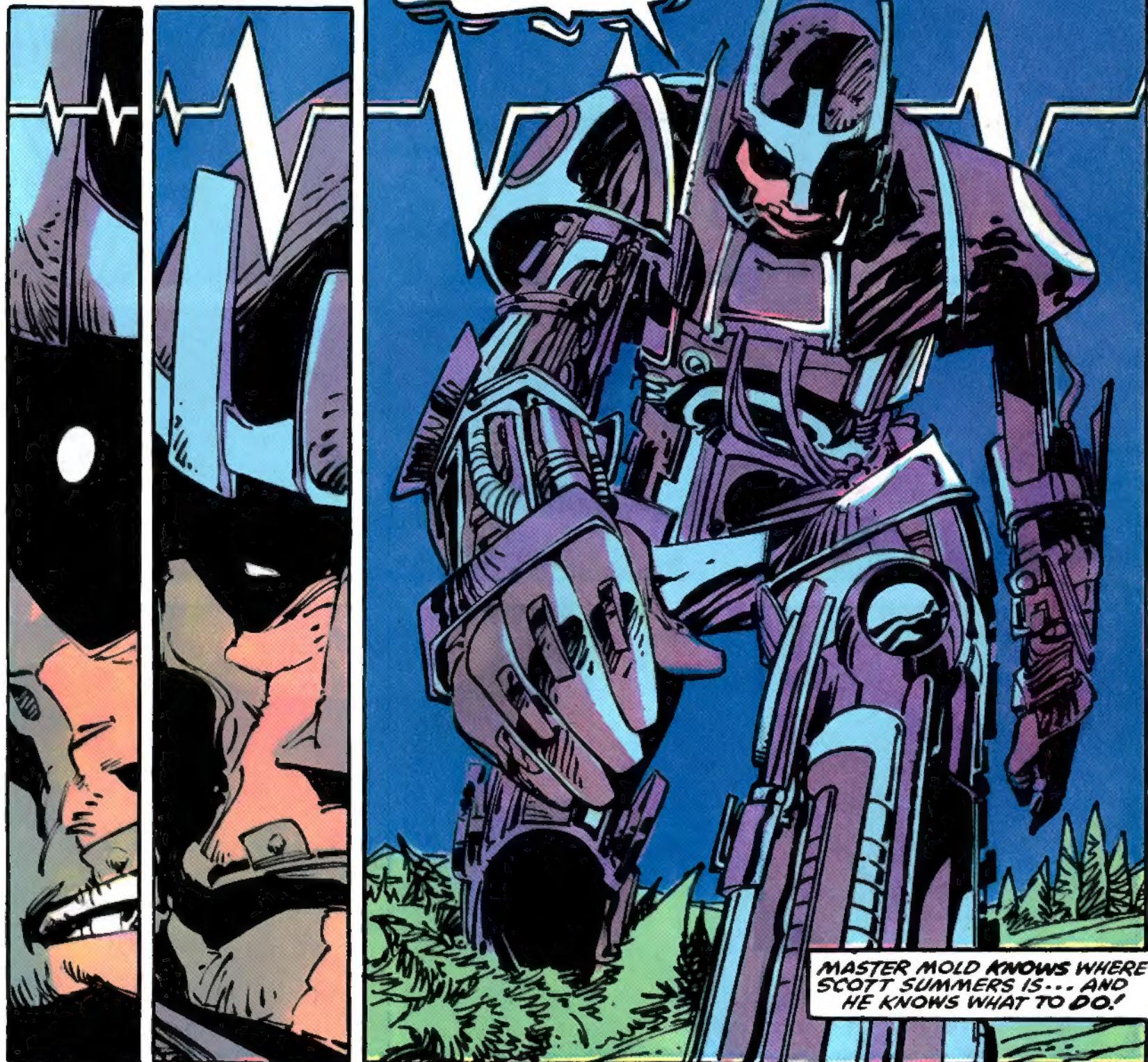
GRAPHIC NOVEL

- ALIEN LEGION: A GREY DAY TO DIE—It's a story so dangerous that it had to be told in a Graphic Novel! The Legionnaires face their deadliest task! The world's on the brink of annihilation! And Death is on the prowl! Written by CARL POTTS and ALAN ZELENZETZ. Art by FRANK CIROCCO and TERRY AUSTIN.





AND SOMEWHERE OUT IN THE FROZEN HEART OF THE NIGHT, THE MASTER MOLD LOCKS ONTO FINAL APPROACH...



NEXT ISSUE: **CYCLOPS** FACES HIS **DEADLIEST FOE!**
AN **EPIC BATTLE**, ALMOST **TOO BIG** FOR MERE COMIC
BOOK PAGES TO CONTAIN!



BOB HARRAS: editor - BOBBIE CHASE: assistant editor

X-CHANGES

© MARVEL COMICS GROUP - 387 Park Avenue South - New York, New York - 10016
 Attention correspondents: if you don't want your full address printed, please be sure to tell us so!

Louise, Terry, Joe, Joe, Petra, and Bob, X-FACTOR is surely the best issue to date. Action from start to finish! X-FACTOR has grown to become one of the best Marvel comics ever.

Are they really accomplishing anything good, though? They are fueling the fires of hatred for mutants by advertising that mutants "plan to destroy the very lives of us normal people" and with X-Factor around "you don't have to live in fear anymore!" This tells people that they should live in fear of mutants! Jean complained early on that mutants were hated, and it shouldn't be like that. Is she so blind that she can't see that she's supporting that very fear and hate? And how could anyone stand to be adored by crowds who love them because they pretend to want to eliminate the beings that they really are? Who could stand to hear their kind called "inhuman monsters" while they pretend to hate their own kind? And whose idea is all this? Why, Cameron Hodge's, a man I have come to distrust. If he was truly the good friend he pretends to be, he wouldn't have shuffled Artie off like he did. I feel the idea behind X-Factor is wrong and, since the X-Men are sure to feel the same way, the cross-overs with their book should prove interesting.

"The Marvel Mutant Massacre Map?" "New X-Men?" "Fate Of The Angel?" Interesting, to say the least. Till next month . . .

Michael J. Robbins
 3590 Clubheights Dr.
 Colorado Springs, CO 80906

Dear X-FACTOR,

Congratulations on this title! I have decided to collect this book because I like the stories and the ideas of X-FACTOR.

Oh, well, now on to the story in your ninth issue—it was great! I was glad to see someone actually beat Freedom Force. Even the X-Men were almost defeated by them in issue #206 of their title. That must mean that the original X-Men are more powerful than the present team. Why is Cameron Hodge always pushing either Artie or Rusty out of his office? I don't really like him that much. Give Artie my praise on his drawing of Rusty and Skids.

Since X-Factor, er, the X-Terminators are going to search for Artie, that better not mean there's going to be a death in the new team. It wouldn't seem right to see someone die at this time.

Keep up the good work!

Voltaire Garcia
 2015 Paradise Hills Rd.
 San Diego, CA 92114

Dear Sirs,

The scenes of the "Mutant panic" in X-FACTOR #9 were terrifying! Our reality is getting closer to Rachel's (Phoenix's) alternate future. Would you guys be planning for our society a place where super heroes would be risking their lives just to be in costume in a few years?

Whatever you have planned, I am sure it's going to rock the Marvel Universe. The

"Mutant Massacre" is going to be Marvel's best storyline of the year! The ramifications of this incident will truly be overwhelming. Will this lead to limited freedom for all super beings?

In order to try and avoid this situation, X-Factor is going to have to change their tactics and advertising campaign. Their current tactics are stirring up a hornet's nest. They should re-phrase their signs and billboards—not to mention keep a closer eye on Cameron Hodge. I don't trust him. He might be a mole for the government, S.H.I.E.L.D. or some other organization.

In closing, I am very happy that you changed Marvel Girl's mask. The old mask covered too much of Jean's beautiful red-orange hair. She looks much more striking this way.

Continue the excellent work!

Jim Ficken
 Rt. 1, Box 59E
 Wrenshall, MN 55797

Boy, Cameron Hodge certainly seems to be rubbing everyone the wrong way these days, doesn't he? (As opposed to Jean's new mask, which got rave reviews from absolutely everybody who mentioned it!)

Dear X-Changes,

Freedom Force is getting annoying! Trash 'em already, X-Terminators!

X-FACTOR #9 was a milestone in the series—Scott is guilty over Rusty, Rusty finds a woman, and, best of all, Artie meets Leech and gets a code-name, Big Eyes!

Thank you for this revelation of a series!

Peter O'Keefe
 642 39th St.
 Brooklyn, New York 11232

Wait a minute, Peter, who said anything about an official code-name—Big Eyes was just intended as an affectionate nickname. But what does the rest of Marveldom Assembled think about it?

Dear X-Perts,

I've collected X-FACTOR since issue #1 and I've never seen anything as funny as page 23 of issue #9, panel 5 and 6! Is it me or (hee hee hee) is th-the Blob (ha ha ha ha) w-wearing g-glasses? Ha ha ha ha ha ho ho ho ho ho ho hee hee hee hee hee hee giggle giggle chuckle haw haw haw haw haw haw haw ha ha ha ha ha . . . (gasp)

Hee hee hee hee . . .

George A. Kolcun
 14 Franklin Terrace
 South Orange, NJ 07079

To Whom It May Concern,

X-FACTOR ANNUAL #1 was X-cellent! Ever since Gremlin, Darkstar, Vanguard, Ursa Major, and Seraph first appeared, I realized that Russia had its own mutants, but X-FACTOR ANNUAL #1 confirmed that the Mutants in Russia, except for a select few, were treated no better than in any other country. Seeing Father Garnoff, Mentac, Concussion, Iron Curtain, and Siberian Tiger made me realize that you should reconsider doing a series about Russian

Mutants alone—and, perhaps later on, you could expand it to include Mutants from other lands. Some of these have appeared in other comics but just have never received the sort of detailed stories, discussing their origins and abilities, that they deserved. Personally, the Russian Mutants featured in X-FACTOR ANNUAL #1 only whetted my appetite for more. And I do hope to learn more about Russian Mutants. It was . . .

the Crimson Dynamo again. He seems to have grown, both in size and power. I hope it won't be long before I see him again. Perhaps the upcoming Mutant Massacre will bring into focus some Mutants who have remained in the shadows until now.

John W. Migala
 17425 Randall Avenue
 Fontana, CA 92335

Dear X-Crew,

I've just read X-FACTOR ANNUAL #1 and I loved it! It was great watching the Angel, my favorite member, take out those choppers. I would have liked to see him in his normal costume, though. The Russian Mutants were really neat (especially the Siberian Tiger)! I hope to see more of them in future issues of X-FACTOR. I really enjoyed Iceman's fight with the Doppelganger, Dr. Heinrich. He really showed his stuff!

I think that the Crimson Dynamo should have been destroyed—he's too invincible. Do you really think it was a good idea for Heinrich to escape, alive? Someone who knows X-Factor's secret identities could expose the team and ruin them forever. I hope the next time they meet, X-Factor takes care of him for good. Someone as dangerous and diabolical as Dr. Heinrich is a bad person to have running around loose.

Finally, I must point out the one big mistake you made. Because this issue was so good, I don't think any of the future X-FACTOR ANNUALS will be able to cut the cake! Until next time . . .

Bronson Ives
 Bountiful, UT

Dear X-FACTOR,

I love your comic! I collect 7 comics (all Marvel, of course) and X-FACTOR is my favorite—I haven't missed an issue and I don't plan to.

I just picked up X-FACTOR ANNUAL #1. I've read it at least ten times already, and each time it was as great as the first. Angel's new costume is awesome! Will he be wearing it in the future issues? Who created the Doppelganger? Another thing, will we be seeing more of the Holy Ghost, Concussion, Mentac, Iron Curtain, and Siberian Tiger (he's my favorite)? Maybe you could have them join X-Factor.

Matt Tuerk
 1300 30th St. D5-13
 Boulder, CO 80303

Although they probably won't be joining X-Factor (at least in the near future), the Russian Mutants will be back, Matt. As a matter of fact, after the response we got to their initial appearance, we wouldn't be surprised if this led to much bigger and better things for them. (Television, movies, and if our public demanded it, maybe even a whole new Marvel comic series starring none-other-than the Siberian Tiger.)

As for the Angel's new costume, Warren will probably wear it again when he's on a mission that requires stealth (since it worked so well the first time). Both the new costume and the Doppelganger were developed by Bob Layton—co-creator of X-FACTOR itself!

